

Tampa Bay Network to End Hunger

Bylaws

ARTICLE I – Name

The name of the Corporation is the Tampa Bay Network to End Hunger, Inc., hereinafter referred to as “TBNTEH”.

ARTICLE II - Offices

Section 2.1 Principal Office The principal office of TBNTEH is the United Way of Tampa Bay office located in the city of Tampa, in the county of Hillsborough.

Section 2.2 The **mailing address** for TBNTEH is 4532 W Kennedy Blvd #252, Tampa, FL 33609

Section 2.3 Other offices TBNTEH may have other offices at such other place or places, within the Tampa Bay area as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of TBNTEH.

ARTICLE III – Purpose, Function and Policies

The nature of the business of TBNTEH and the objects and purposes to be transacted, promoted and carried on thereby are as follows:

Section 3.1 Purpose TBNTEH is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and to the corresponding provisions of any subsequent Federal tax laws. The specific purposes and objectives of the TBNTEH shall include, but not be limited to research, programming and policy work for the Tampa Bay Area food system, which works to end hunger in Tampa Bay by bringing people together to find solutions that eliminate barriers, increase access, and expand the amount of nutritious food available.

Section 3.2 Policies

- (a) This TBNTEH shall be a non-profit corporation and without capital stock. It shall be non-partisan and shall not promote the candidacy of any person seeking public office.
- (b) TBNTEH shall in no manner undertake to control the policies of actions of independent and autonomous members or member organizations.

ARTICLE IV - Membership

Section 4.1 Categories shall consist of the following of which a member self-identifies as

- (a) Organization or Business Member
- (b) Individual Member
- (c) Student Member
- (d) Government Representative
- (e) Ex-Officio

Section 4.2 Qualifications, Rights and Responsibilities

- (a) **Qualifications** One becomes a member by submitting to the organization a completed membership form.
- (b) **Rights** Rights include participation of all members in the activities of TBNTEH including general membership and committee meetings, work groups meetings and annual meetings.
- (c) **Responsibilities** Responsibilities include participation in TBNTEH activities.

Section 4.3 Rescinding Membership A member may be removed from TBNTEH for cause by a vote of not less than sixty-six percent (66%) of the Directors present at a Board of Directors meeting provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the member has been informed in writing of the action preferred against them at least ten days before such a meeting. The member shall be given an opportunity to be heard at such meeting.

Section 4.4 Number of Members The number of members should not exceed 100. This number may be changed by a vote of the Board of Directors.

ARTICLE V – Board of Directors

Section 5.1 General Powers The business and affairs of the TBNTEH shall be managed by the Board of Directors who shall:

- (a) authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances;

- (b) keep minutes of its proceedings, to be approved at the next meeting of the Board of Directors and which shall be made available to all Council members.
- (c) determine committee and workgroups as needed to carry out the purpose of the TBNTEH
- (d) administer the development and implementation of the TBNTEHs operation plan and be responsible for the overall coordination of the TBNTEH;
- (e) prepare and transmit an annual report which includes information which the Board of Directors deems appropriate regarding accomplishments for the preceding year. Such report provided to all members prior to the annual meeting; and
- (f) select and employ a competent person to serve as Executive Director, if and when funds are available and the Board of Directors determines there is a need.

Section 5.2 Composition of the TBNTEH Board of Directors

The Board of Directors shall consist of seventeen (17) to twenty-four (24) elected Directors with representation from the following categories: Food Sectors (Production/Processing, Distribution, Marketing/Retail, Waste Management); and Food Domains (Health, Food Access, Environment, Economics, Education, Social Justice); at-large Directors, Student Directors, and Ex-officio Directors.

Section 5.3 Term of Director A Director shall serve a three (3) year term on the Board of Directors. Directors shall not serve more than two (2) consecutive terms excluding any terms served as an officer. After a year a Director may be re-elected to the Council. Terms of the Directors shall be staggered over three (3) years.

Section 5.4 Election of Directors No later than 90 days prior to the TBNTEH's Annual Meeting, the Board of Directors shall appoint a nominating committee of a minimum of three people for the purpose of nominating a slate of Directors. The committee shall cause to be mailed or e-mailed within 30 days prior to the annual meeting, the slate of nominations. Voting for Directors will take place at a date and process determined by the Board of Directors.

The original Directors will be elected by the membership at a duly called meeting. Officers of the original Board of Directors will be determined by a vote of the original Directors and terms of original terms of service will be determined by lot.

Section 5.5 Resignation of Director Any Director may resign at any time by giving written notice to the Board of Directors, Chair or Vice-Chair. Such resignation shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Removal of Director A Director may be removed from the Board of Directors for cause, by a vote of not less than sixty-six percent (66%) of the Directors present at a Board of Directors meeting, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the action preferred against them at least ten days before such a meeting. The Director shall be given an opportunity to be heard at such meeting. Directors may be considered for removal from the Board of Directors for any of the following:

- (a) unexcused absences of 50% of the Board of Directors meetings during one year
- (b) individual does not positively represent the vision, mission, and core values of the organization

Section 5.7 Vacancies Any vacancy occurring on the Board of Directors shall be filled from the same category for the remainder of that Director's unexpired term through appointment by the Board of Directors.

Section 5.8 Compensation Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Board of Directors or TBNTEH.

ARTICLE VI - Officers

Section 6.1 Number The five (5) officers of the Board of Directors shall be Chair, Vice-Chair, Secretary, Treasurer and Immediate Past Chair. Two offices, except those of Chair and Vice-Chair may be filled by the same person.

Section 6.2 Election and Term of Office All officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the TBNTEH. An officer shall serve a two (2) year term with a maximum of two (2) consecutive terms.

Section 6.3 Chair The Chair shall:

- (a) preside over all meetings of the Board of Directors and meetings of the general membership
- (b) sign, with the Secretary any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed;
- (c) perform all duties incident to the office of Chair and see that all orders and resolutions of the Board of Directors are carried into effect;

- (d) report to the Board of Directors all matters within his or her knowledge which the interests of the Council may require to be brought to their notice;
- (e) perform such other duties as are given to him or her by these Bylaws or as may be assigned to him or her from time to time by the Board of Directors.

Section 6.4 Vice-Chair

In the absence, death, inability or refusal to act of the Chair, or whenever requested by the Chair, the Vice-Chair may perform all the duties of the Chair, and when so acting, shall have all powers and be subject to all restrictions upon the Chair. The Vice-Chair shall perform such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board of Directors or the Chair.

Section 6.5 Secretary The Secretary shall

- (a) record all proceedings of the meetings of the Board of Directors and the TBNTEH annual meeting in a book to be kept for that purpose.
- (b) make the proceedings record of the Board of Directors and general TBNTEH meetings available to all Board of Directors members
- (c) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
- (d) keep a register of the post office address and e-mail address of each Member which shall be furnished to the Secretary by such member;
- (e) ensure that books, reports, statements and other documents and records required by statute are properly kept and filed; and
- (f) sign, with the Chair, if authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed;
- (g) in general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board of Directors or the Chair.

Section 6.6 Treasurer The Treasurer shall

- (a) The Board of Directors may from time to time assign duties and responsibilities assigned to the Treasurer to a fiscal agent. Such an assignment of duties will be governed by a written agreement authorized by the Board of Directors.

- (b) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Board of Directors.
- (c) cause the funds of the Board of Directors to be disbursed by checks or drafts upon the authorized depositories of the TBNTEH; and cause to be taken and preserved proper vouchers for all money disbursed.
- (d) render to the Chair and/or the Board of Directors whenever requested a statement of the financial conditions of the TBNTEH and of all his or her transactions as Treasurer, and annually render a full financial report of the previous year at the annual meeting;
- (e) cause to be kept, at such place as the Board of Directors may determine, correct books of account of all of the TBNTEH's business and transactions, such books to be available to any Director upon application at such place during business hours cause to be reported in a timely fashion all required information to the Secretary of State and IRS per current federal and state codes;

in general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by the Board of Directors of the Chair

Section 6.7 Immediate Past Chair The Immediate Past Chair shall

- (a) serve as chair of the Nominating Committee and
- (b) in general, perform all duties incident to the office of Immediate Past Chair and such other duties as are given to him or her by the Board of Directors or the Chair

Section 5.8 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation of any officer shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.9 Removal

An officer may be removed from his or her office by a vote of not less than sixty-six percent (66%) of the Directors present at a Board of Directors meeting, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the officer has been informed in writing of the action preferred against them at least ten days before such meeting. The officer shall be given an opportunity to be heard at such meeting.

Section 5.10 Vacancies

An officer vacancy occurring shall be filled for the remainder of that officer's unexpired term through appointment by the remaining Directors.

Article VII - Meetings

Section 7.1 Regular Board of Directors Meetings

The Board of Directors will meet a minimum of four times a year (quarterly) but may meet more often if the Board of Directors decides to do so. A notice of such meetings shall be at least 30 days in advance of such meeting and shall contain an order of business.

Section 7.2 Annual TBNTEH Meetings

The Annual Meeting of the TBNTEH shall be held in the last quarter of the fiscal year and may be held in conjunction with any other meeting of the Board of Directors. The Board of Directors shall fix the date, time, and place of the meeting. Notice of the meeting shall be at least thirty (30) days in advance of such meeting and shall contain an order of business.

Section 7.3 Special Meetings

- (a) **Board of Directors Special Meetings** There may be special meetings of the Board of Directors, including e-mail or teleconference meetings at any time specified by the Chair, or by one-third of the Directors. Notice of the special meeting shall be sent to all Directors at least three (3) days in advance of the meeting at their residence or usual place of business prior to the date of the meeting. Such notice shall include a statement in substance of the matters or program to be discussed and proposed actions.

- (b) **TBNTEH Special Meetings** Special meetings of the whole TBNTEH membership may be called by the Chair or the Board of Directors. Notice of TBNTEH special meetings shall be at least fifteen (15) days in advance of such meeting and such notice shall include a statement in substance of the matters or program to be discussed and proposed actions. The Board of Directors shall fix the date, time, and place.

Section 6.4 Meeting Order of Business

At all meetings of the Board of Directors or TBNTEH general membership meetings the Chair, or in his or her absence the Vice-Chair, or in the absence of the Chair and Vice-Chair the Secretary, or in absence of the Chair, Vice-Chair and Secretary the Treasurer shall preside.

Section 7.5 Quorum

- (a) Fifty percent (50%) of the seated Board of Directors shall constitute of a quorum of any annual, regularly scheduled, or special meetings of the Board of Directors for the purpose of conducting business.
- (b) Twenty percent (20%) of the General Membership shall constitute a quorum of any annual, regularly scheduled, or special meeting of the TBNTEH for the purpose of conducting business.

Section 7.6 Meetings, Books and Records

The Board of Directors may hold its meetings and keep the books and records of the Council at such place or places, within the State of Florida as the Board of Directors may from time to time determine.

Section 7.7 Manner of Acting

At all meetings of the Board of Directors, a quorum being present, the act of the majority of Directors participating in the meeting shall be the act of the Board of Directors unless the act of a greater number is required by law, the articles of incorporation or these Bylaws. Directors may participate in meetings through teleconference provided that all Directors are able to communicate with all others participating in the meeting. Votes may be received by conference call and electronically as long as the electronic message clearly identifies the sender as a Director.

ARTICLE VIII – Miscellaneous Provisions

Section 8.1 Fiscal year

The fiscal year of the Council shall begin October 1 of each year and end at the close of business on the last day of September.

Section 8.2 Non-Liability

A Director, officer, employee, member or other volunteers of the TBNTEH is not liable of the TBNTEH's debts or obligations and a Director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon any act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the TBNTEH, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If this limitation of liability is too broad, the above provisions shall be enforced to the fullest extent as provided by law. If Florida law is hereafter changed to permit further elimination or limitation of the liability of the Board of Directors, officers, employees, members or other volunteers for monetary

damages to the TBNTEH, then the liability of such Director, officer, employee, member or other volunteer of this TBNTEH shall be eliminated or limited to the full extent then permitted. The Directors, officers, employees, members or other volunteers of this TBNTEH have agreed to serve in their respective capacities in reliance upon the provisions of this Section.

Section 8.3 Indemnification

This TBNTEH shall indemnify Directors, officers, employees, members or other volunteers of this TBNTEH who is serving or who has served, at the request of this TBNTEH as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such officer, employee, member or other volunteer of this TBNTEH or as a Director, officer, partner, trustee, employee or agent of another TBNTEH partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such Director's, officer's, employee's, member's or other volunteer's duty of loyalty to the TBNTEH, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such Director, officer, employee, member or other volunteer derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the TBNTEH, or against expenses in any such case where such Director, officer, employee, member or other volunteer shall be adjudged liable to the TBNTEH.

Section 8.4 Prohibited Transactions The TBNTEH and the Board of Directors shall not:

- (a) allow any part of the net earnings of the TBNTEH to inure to the benefit of any individual
- (b) conduct activities that are inconsistent with its status as a non-profit organization exempt from taxation pursuant to 501 (c)(3) of the Code;
- (c) make loans to its Director or officers. Any Director or officer who assents to or participates in the making of such loan shall be liable to the TBNTEH for the amount;
- (d) engage in prohibited transaction, as defined in the Code, or any amendment hereto;
- (e) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest;

- (f) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth; or
- (g) engage in any other transaction which results in a substantial diversion of its income or corpus, to any person who has made a substantial contribution to this TBNTEH.

ARTICLE IX – Conflict of Interest

TBNTEH shall maintain a conflict of interest policy which will be reviewed on a regular basis. All Members of TBNTEH as well as Directors shall abide by the stated conflict of interest policy.

ARTICLE X – Amendments to Bylaws

All Bylaws of the TBNTEH shall be subject to amendment, alteration or repeal and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of a simple majority of the Board of Directors or of TBNTEH members present and voting at an annual meeting or a special meeting. A special meeting may be specified by the Chair, with the approval of the Board of Directors, provided a notice of such meeting is sent to each Council Member's representative at least fifteen (15) days in advance of the proposed meeting. Such notice of meeting shall include a statement in substance of the changes in the Bylaws proposed by the Board of Directors.

ARTICLE XI - Dissolution

Upon the dissolution or termination of this TBNTEH, whether voluntary or involuntary, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the TBNTEH, may make distributions of all property of the TBNTEH for charitable, scientific, literary, religious and educational purposes, only to organizations which have been granted exemption from Federal Income Tax under the provision of Section 501(c)(3) of the Code or the appropriate provision of the Code then in effect, or to a local, state or Federal Government for exclusively public purposes, and cannot be distributed to any individual member, officer or Director of the TBNTEH or to any other person or persons whomever, except those who come within the purposes of the TBNTEH as above set forth; provided, however, that the TBNTEH shall have the right to pay and discharge such reasonable cost, expenses and liabilities as may be incurred in furthering such purposes.

Adopted on JANUARY 10, 2013

Secretary's signature 