

## Bylaws of the Lamoille Community Food Share, Inc.

### Article 1. Name

The name of the Corporation shall be LAMOILLE COMMUNITY FOOD SHARE, INC. (“Corporation”).

### Article 2. Purpose

The purpose of the Corporation shall be to help provide food security primarily in our service area, which is the towns of Eden, Elmore, Hyde Park, Morrystown, Stowe and Wolcott in Lamoille County Vermont (“Service Area”), as well as to conduct any other activity that is legal in the state of Vermont.

This Corporation is a non-profit organization organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the IRC including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC.

### Article 3. Office

The registered office of the Corporation shall be located at 197 Harrel St., Morrisville, Vermont, 05661.

### Article 4. Board of Directors

**Section 1. Powers:** The business and affairs of the Corporation shall be managed by the Board of Directors (“the Board”). The Board may appoint committees or individuals for any purpose, including an executive committee that may exercise any authority of the Board, with the exception of changing the Corporation’s Mission Statement and amending these Bylaws.

**Section 2. Number, Qualifications, Term and Compensation:** The Board of the Directors shall consist of up to eleven members. Directors must either reside or work within the Corporation’s Service Area. Directors shall serve a three-year term. Directors shall serve without compensation. Directors may be elected to serve additional terms.

**Section 3. Election of Directors:** Directors shall be elected by the Board as openings occur. Any member of the Board, including the current Director can recommend a person to become a Director. A majority vote of currently serving Directors, even if less than a quorum, is necessary to elect a person as a Director of the Corporation or to elect a currently serving Director to an additional term. A Director's term begins with the first regular meeting scheduled after his or her election.

**Section 4. Regular Meetings:** The Board shall hold a minimum of nine regular monthly meetings a year. Each regularly scheduled meeting shall require one week's prior notice by regular or electronic mail. Meetings will be held at the Corporation's offices, unless a majority of the serving Directors agree on an alternative location and the same is disclosed in the notice of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5. Special Meetings:** Special meetings may be called by or at the request of the President or any two Directors at a time and a place determined by them. Notice of the meeting must be provided at least forty-eight hours prior to the special meeting by email or written correspondence.

**Section 6. Quorum:** A simple majority of the Board shall be considered a quorum for the transaction of business. Any motion, approved by a majority of the Board members in attendance at the meeting, shall be considered approved by the Board of Directors as a whole. In the event that no quorum is present in person, any motion approved by writing, email or regular mail shall require the approval of a two-thirds majority of the Board. The results of any such action, whether approved in person or by writing, shall be published in the written records as minutes of the meeting. Any action to modify the Corporation's Mission Statement or amend these Bylaws shall require a two-thirds approval of currently serving Directors at two consecutive regular monthly meetings.

**Section 7. Voting:** A majority of currently serving Directors is required to approve any action brought before the Board. Voting on an action may occur outside a regular or special meeting as long as that voting is initiated by the President or

Vice President and is in written or electronic form. The President of the Board is permitted to participate in any board discussion and register their vote.

Voting to modify the Corporation's Mission Statement or amend these Bylaws shall require a two-thirds approval of currently serving Directors at two consecutive regular monthly meetings.

**Section 8. Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors.

**Section 9. Removal:** Any Director may be removed from the Board by a two-thirds vote of the currently serving Directors whenever, in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director shall not of itself create contract rights.

**Section 10. Rules:** Meetings of the Board shall be governed by Robert's Rules of Order.

**Section 11. Nonliability of Directors:** The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

**Section 12. Indemnification of Officers and Directors:** The Corporation shall indemnify officers, directors, agents and any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, or, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

(a) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the person reasonably believed to be in the best interests of the Corporation or that

the person had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be under this provision of Section 12 of these Bylaws:

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

(c) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to under Sections 12 (a) or 12 (b) above or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(d) Except as provided in Section 12(d) above, any indemnification under this Section shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in these Bylaws by:

(1) A majority vote of Directors at a meeting at which a quorum is present, excluding Directors who are parties to such proceeding; or (2) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

(e) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

(f) No provision made by the Corporation to indemnify its agents for the defense of any proceeding, whether contained in a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such agents may be entitled by contract or otherwise.

(g) No indemnification or advance shall be made under this Section, except as provided in Section 12 (d) or Section 12(e)(2) in circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles of organization, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(h) The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

**Section 13. Insurance for Corporate Agents:** Except as may be otherwise provided under law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, officer, director or employee of the Corporation against liabilities asserted against or incurred by the Agent in the capacity of their actions on behalf of the Corporation.

## Article 5. Officers

**Section 1. Election of Officers:** Officers of the Corporation shall be elected at the January Board meeting. Officers shall include: President, Vice President, Treasurer and Secretary. Officers shall serve for one year. Any two or more offices may be held by the same Director, except for the offices of President and Secretary.

**Section 2. Powers and Duties:** The powers and duties of Officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective Officers shall have the powers and shall discharge the duties associated with such offices.

(a) The President shall preside over all meetings and, unless otherwise provided by these Bylaws, the articles of organization or by law, he shall, in the name of the Corporation, execute such documents as may, from time to time, be authorized by the Board. The Secretary shall prepare minutes of the meetings of the Board and shall authenticate the records of the Corporation upon request.

(b) The Vice President shall perform all the duties of the President in the event the President is unable, unwilling or otherwise absent to perform the same. The Vice President shall have other powers and perform other duties as may be prescribed by law, by these Bylaws, by the articles of organization or by the Board.

(c) The Treasurer shall have charge and custody of and be responsible for all funds and investments of the Corporation and shall deposit all such funds of the Corporation in such banks, financial institutions or other depositories as shall be determined by the Board. The Treasurer shall receive and give receipt for all monies due and payable to the Corporation from all sources and disburse the funds of the Corporation as directed by the Board. The Treasurer shall keep and maintain adequate and correct accounts for the Corporation's assets, properties

and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.

The books maintained by the Treasurer may be requested and inspected by the Board at any time and shall prepare and certify all financial statements of the Corporation. The Treasurer shall have other powers and perform other duties as may be prescribed by law, by these Bylaws, by the articles of organization or by the Board.

(d) The Secretary shall keep the records of the Corporation, at the principal place of business or at such other place as agreed upon by the Board, including an up-to-date copy of these Bylaws, meeting minutes of all meetings of the Board, and, if applicable all other meetings of Officers, committees or otherwise, recording therein the time and place of the meeting, how the meeting was called, how notice was provided, the names of those in attendance, the proceedings of each meeting, and record the motions and votes of any action taken at any such meeting. The Secretary shall ensure Notices are duly given in accordance with the provisions of the law, these Bylaws or otherwise and shall have an updated list of the names and addresses, including email addresses, of all members of the Board, Officers, Agents and other members of the Corporation. The Secretary shall make all such minutes and proceedings of the Corporation available for inspection and review of the Board as requested. The Secretary shall have other powers and perform other duties as may be prescribed by law, by these Bylaws, by the articles of organization or by the Board.

**Section 3. Removal of Officers:** Any Officer or Agent may be removed by the Board by a two- thirds vote of the currently serving Directors whenever in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

**Section 4. Vacancies:** A vacancy in any office, whether by death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

## Article 6. Tax Exempt Provisions

**Section 1. Limitations on Activities:** No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided under relevant provisions of Section 501(h) the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any of the provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

**Section 2. Prohibition Against Private Inurement:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

**Section 3. Distribution of Assets:** Upon the dissolution of the Corporation, the net assets after payment of all debts and liabilities, shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the IRC or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with state law.

## Article 7. Contracts, Loans, Checks, and Deposits

**Section 1: Contracts:** The Board of Directors may, by resolution or as otherwise provided in these Bylaws, authorize any Officer or Agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent, or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2. Loans:** A vote of two-thirds of the Board is required to incur a loan on behalf of the Corporation.

**Section 3. Checks, Drafts, or Orders:** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as from time to time shall be determined by resolutions of the Board.

**Section 4. Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credits of the Corporation in such banks, trust companies, or other depositories as the Board shall select.

**Section 5. Gifts:** The Board may accept on behalf of the Corporation any gift, donation, contribution, bequest or devise for the non-profit purposes of the Corporation.

#### Article 8. Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

#### Article 9. Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

#### Article 10. Books and Records

The Corporation shall keep correct and complete books and records of accounts, shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors and shall keep a record of the term of each Director.

#### Article 11. Dissolution or Sale of Assets.

A two-thirds vote at two consecutive regular board meetings shall be required to sell or mortgage assets of the Corporation not in the regular course of business or to dissolve the Corporation. Upon dissolution of the Corporation, any assets

remaining after payment of or provision for its debts and liabilities shall, consistent with the purpose of the Corporation, be paid over to charitable organizations exempt under provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, employee, or donor of the Corporation.

#### Article 12. Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Board of Directors at two consecutive regular or special meeting of the Board.

These Bylaws were approved on February 8, 2021 and adopted on March 8, 2021.