

ASHE COUNTY SHARING CENTER, INC.

BYLAWS

Article 1. Organization.

Section 1. Name. The name of this organization is Ashe County Sharing Center, Inc. It is established under the laws of the State of North Carolina as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Constituents and Purpose. The Ashe County Sharing Center, Inc. is an ecumenical organization whose mission is to provide food to people in need throughout its community.

Article II. Offices.

Section 1. Principal Office. The principal office of the Ashe County Sharing Center shall be located at 03 Third Avenue, West Jefferson, NC 28694.

Section 2. Other Offices. The Corporation may have offices at such other places within Ashe County, North Carolina as the Board of Directors may deem necessary.

Article III. Board of Directors.

Section 1 Membership. The Board of Directors shall be composed of members of the community dedicated to the goals and policies of the Corporation.

Section 2. General Powers. The Board of Directors shall manage the business and affairs of the Corporation setting policy in all areas except in matters provided by law or these bylaws.

Section 3. Number and Term. The number of members of the Board of Directors shall be a minimum of nine with a maximum of twelve members. A quorum is established at 51% of members. Each member shall be elected for a term of three (3) years. There will be an option of a fourth year of Board membership given at the discretion of the Board. After one year's absence from the Board, a former director is eligible for election to another three-year term. In addition, ministers representing supporting churches shall serve in an ex-officio capacity.

Section 4. Meetings. The Board of Directors shall meet every month and at other times as approved by the Chairperson.

Section 5. Executive Committee. The Board of Directors shall designate an Executive Committee that may act on behalf of the Board in between Board meetings. The Executive Committee shall include the Chairperson, Executive Director, Secretary, and Treasurer of the Corporation.

Section 6. Vacancies. Vacancies that occur shall be filled as soon as practical by a majority vote of the remaining members of the Board of Directors.

Section 7. Removal. Any Director may be removed from the Board of Directors by a two-thirds vote of the Board of Directors for any one of the following reasons, but not before the affected Director has received notice of the intended action and has been granted the opportunity to be heard:

- Two successive absences or four absences in a calendar year.
- Conduct deemed unethical or in conflict with policies of the Corporation.
- Chronic lack of participation and inadequate support for the work of the Board.

Article IV. Officers.

Section 1. Number. The officers of the Corporation shall consist of the Chairperson, Executive Director, Secretary and Treasurer.

Section 2. Election and Term. The officers of the Corporation shall be elected by a majority of the Board of Directors. The election shall be held on the first meeting of each calendar year and the term shall begin upon election. Each officer may hold office for no longer than three (3) years. However, if the officer and two-thirds of the Board members agree, the officer may continue in office on a year-by-year basis for up to three additional years.

Section 3. Removal. Any officer may be removed by a two-thirds vote of the Board of Directors, provided that the officer has received notice of the intended action and has been granted the opportunity to be heard.

Section 4. Vacancies. Vacancies shall be filled by a majority vote of the Board of Directors, and the person so elected shall hold office for the remainder of the unexpired term.

Article V Officers' Duties.

Section 1. The Chairperson shall be responsible for presiding at all meetings of the Board of Directors. The Chairperson, with the approval of the Board of Directors, shall appoint standing committees and special temporary committees as needed. The Chairperson shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors.

Section 2. The Executive Director. The Board of Directors may employ or appoint a person to hold the title of Executive Director, under terms and provisions that the Board of Directors deems to be in the best interests of the Corporation.

Section 3. The Secretary shall be responsible to see that proper notices of the time and place of all meetings are issued and that minutes of all meetings of the Board of Directors are kept. The Secretary shall sign all instruments that require his or her signature and perform all duties incident to the office of Secretary that may be altered by the Board of Directors.

Section 4. The Treasurer shall insure that the proper and accurate records are kept for all the financial transactions of the Corporation and give reports to the Board of Directors at each meeting. The Treasurer shall sign all instruments that require his or her signature and perform all duties incident to the office of Treasurer and all that may be assigned by the Board of Directors. The Treasurer is responsible for paying all bills on time, filing the yearly Form 990, payroll and payroll taxes, and filing for reimbursement of state sales taxes paid. With Board approval some of these duties can be done by a professional bookkeeping service.

Article VI. Meetings of the Board of Directors.

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at such place as shall be designated in the notice of the meeting

Section 2. Notice of meetings. The notice stating the time and place of the meeting shall be transmitted by the Secretary not less than seven (7) days before the date thereof, by e-mail to each Director.

Article VII Standing Committees.

Section 1. General. The Board of Directors shall appoint standing committees as specific needs within the Corporation present themselves. The Standing Committees are listed on the attachment to this document:

Section 2. Duties and Responsibilities. The Board of Directors shall write out in detail the responsibilities of each of the Standing Committees. See the attachment to this document.

Section 3. Ex-Officio Members. Ministers of supporting churches who desire involvement with the Corporation may serve on all committees in a non-voting capacity.

Article VIII. Staff and Volunteers.

Section 1. Staff. Staff and volunteers shall be appointed by the Executive Director and approved by the Board of Directors.

Section 2. Duties and responsibilities. The responsibilities of all staff members and volunteers shall be set out in detail in the Policies and Procedures Manual adopted by the Board of Directors

Article IX. General Provisions.

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the Calendar Year.

Section 2. Audit of the Books. The books of the Corporation shall be audited as growth of the Corporation requires. The Board of Directors shall appoint someone to serve as auditor.

Section 3. Amendments. The Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 4. Indemnification. The members of the Board of Directors shall not be held personally liable for the obligations of the Corporation. Also, they shall not be liable in damages to the Corporation for injury which may result from the fulfillment of their directorial duties when they discharge the duties of their position in good faith, with a degree of diligent care that exhibits responsible character for their position.

Section 5. Conflict of Interest. No part of the net earnings or donations of food or other goods to the Ashe County Sharing Center, shall inure benefit of, or

be distributable to, its members, officers or other private persons. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments that further the purpose of the Ashe County Sharing Center, Inc. The Treasurer may pay expenses incurred by Board Members while conducting the affairs of the Corporation, provided that the Board of Directors authorize such expenses.

Section 6. Non-Interference with Beliefs. At no time shall the Corporation or any of its employees or agents engage in attempting to influence clients as to political or religious beliefs. There can be no signage or the passing out of tracts designed to promote a particular religion or to support any political campaign or candidate for public office.

Section 7. Prohibited Activities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code or b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 8. Dissolution. In the event of dissolution, all liabilities of the Corporation shall be paid, and any residual assets of the Corporation shall be exclusively conveyed to a county or an incorporated city or town or to one or more organizations exempt from federal tax under the provisions of Section 501(c) (3) of the Internal Revenue Code.