**SMYRNA-LA VERGNE FOOD BANK**

**BY-LAWS**

**Article I Name**

 The name of this Organization shall be Smyrna-La Vergne Food Bank, a non-profit Corporation under the laws of the State of Tennessee and recognized by the Tennessee Community Services and its successors as the proper body to carry out the purpose and functions set out in these by-laws.

 The office of the Smyrna-La Vergne Food Bank shall be at 130 Richardson Street, Smyrna, Tennessee 37167.

**Article II Purpose / Mission Statement**

 We pledge our services to feed as many hungry people in our community as we are able, and to make the residents of Smyrna and La Vergne aware of the need for food assistance by their neighbors.

**Article III Government**

1. BOARD OF DIRECTORS: The governing body of this corporation shall be the Board of Directors. They shall typically consist of not less than seven (7) and not more than eleven (11) persons. Board members will be selected from a cross-section of the community.

 2. TENURE: Directors shall serve a term of three (3) years, with a maximum service of two consecutive terms upon approval of the board.

 3. QUALIFICATIONS: The Directors of the Corporation are required to be citizens of good standing in/or having a viable interest in the Smyrna-La Vergne service area.

 4. Discharge from Board: The board is only effective in the community when serving in the interest of the hungry. The Board may discipline or expel Board members for reasons impacting the efficiency and/or esprit de corps of the Smyrna-La Vergne Food Bank by a vote of 4 or more members to remove a member.

 5. VACANCY: If a director is unable to serve, the Board of Directors shall be allowed to fill the vacancy.

 6. ATTENDANCE: Board members are required to attend meetings of
the Board. The Chairman must be notified of any inability to attend r egular meetings. Failure to attend or notify of inability to attend two (2) consecutive
meetings shall result in that member's termination from the Board, barring board approved extenuating circumstances.

 7. POWER AND DUTIES OF THE BOARD OF DIRECTORS:

a. The Board of Directors shall serve as the administrative policy-making body of the Corporation and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives of the Corporation as stated in these By-Laws.

b. The Board of Directors shall be responsible for setting institutional policy and the governance and oversight of the Executive Director.

c. Board of Directors shall additionally focus on securing financial support for the Smyrna-La Vergne Food Bank during their tenure.

d. The Executive Director sets policy and procedures in conformance with the Board’s direction including but not limited to development, fundraising, planning, coordination, evaluation, and administration of community services, as well as duties as assigned in the attached position description.

e. The Board of Directors shall have the power to contract and to do any and all acts necessary to carry out its function.

**Article IV Meeting and Voting**

 1. Regular meetings are *generally* held on the fourth Tuesday of every other month at the Food Bank Office. All regular meetings shall be open to the general public.

 2. Special meetings may be called by the Chairman or 2/3 of the Board
members.

 3. Notice stating the place, date and time of each meeting shall be communicated electronically, as feasible, to each Board member.

 4. A quorum of the Smyrna-La Vergne Food Bank is defined as a simple majority of the total Board (whether the full board is present or not) at a Board meeting.

 5. The vote of the *majority* of the present members is an act of the Board when a quorum is present.

 6. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited.

 7. Roll Call Ballot will be used in voting on a motion to:

 a. Remove a board member for cause.

 b. Elect any officer of this Corporation.

 8. Meetings of this Corporation shall be conducted in accordance with these By-Laws.

**Article V Officers**

 1. The officers of this Corporation shall be the Chairman, Vice-Chairman, Secretary, and Treasurer. All officers of this Corporation shall be duly elected (V.3) members of the Board.

 2. Duties:

 a. Chairman of the Board: The chairman shall be the principal representative of the Board. He/She shall preside at all meetings of the Board. He/She may sign, with the Treasurer or any other designated individual authorized by the Board, contracts, checks, agreements or other instruments, which the Board has authorized. He/She shall, in general, perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board as necessary and appropriate.

 b. Vice-Chairman: The Vice-Chairman shall perform all duties of the

Chairman of the Board in absence of that officer. He/She may perform such other duties as may be assigned him/her by the Board.

 c. Secretary: The Secretary is responsible for keeping of a permanent record of all Board proceedings and, in general, performs all the duties incident to the office of Secretary.

 d. Treasurer: The Treasurer shall serve as Chairman of the Budget Committee. Treasurer will establish and chair the budget committee as well as provide the board with financial updates in most board meetings.

 3. All officers of the Corporation shall be elected at the regular meeting of the Board of Directors.

 4. No officer of this Corporation shall receive compensation for duties performed in the exercise of his/her duties of office.

 5. Any vacancy in any office because of death, resignation, or otherwise, may be filled by the Board.

 6. An Executive Director will be appointed and his/her duties shall consist of ensuring the food bank is open to the public and fully operational in conformance with our Mission Statement and per the attached job description. Executive Director will staff the food bank conforming with the scope of business needed to meet the needs of the community only as limited by the board.

 **Article VI Amendment of bylaws**

These By-Laws may be amended, altered or revised at any time by an act of the Board.

**Article VII Dissolution**

Dissolution of the Corporation shall be in compliance with the laws of the State of Tennessee and those pertinent requirements and regulations of the Tennessee Community Services Administration or its successors. The disposition of all property and assets of this Corporation shall be in accordance with the Financial Policy and Procedures of the applicable funding agencies.

Revised Jan 2014