

**BYLAWS OF NEIGHBORHOOD  
A NEBRASKA NONPROFIT CORPORATION**

**ARTICLE I  
NAME AND OFFICES**

The name of the nonprofit corporation is NeighborGood Community Pantry (the “Corporation”). The registered office of the Corporation required by the Nebraska Nonprofit Corporation Act shall be 302 American Parkway, Papillion 68046, located in the County of Sarpy, State of Nebraska. The Corporation may have other offices within and without the State of Nebraska as the Board of Directors (the Directors (the “Board”) may from time to time determine or the business of the Corporation may require.

**ARTICLE II  
PURPOSE**

The Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 502 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The primary purpose of the Corporation is to serve those who need food assistance in the County of Sarpy and the city of Ralston and surrounding areas. Assistance will be provided both to area residents, those within local school districts and transients. The Corporation will operate with assistance from individuals and organizations contributing both food and monies. The Corporation will acquire, store, and distribute food with the express intent to reduce hunger by providing nutritious supplemental groceries to families and individuals who are in need of assistance.

The families and individuals served by the Corporation shall be known as Participants and shall be able to participate in the Corporation’s mission without regard to race, religion, color, sex, marital status, age, national origin, citizenship, or handicap. Participants may be screened and referred to the Corporation by cooperating agencies. The Corporation will work with cooperating agencies to enhance participants’ access to other social services.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other 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 set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision, the Corporation shall not carry on any other actives not permitted to be carried on (a) by a corporation exempt from federal income tax under

section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1709c(2) of the Internal Revenue Code or the corresponding Section for any future federal tax code.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.01.** Powers and Numbers. The Corporation shall have no members. The Corporation shall be governed by the Board. The Board shall manage the affairs, property, gifts, grants, devises, or bequests of or to the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation (the “Articles”) and herein. The Board shall be made up of Directors (each, a “Director”) committed to the purposes and objectives of the Corporation. The number of Directors shall be at least eight (8) but no more than twelve (12). The numbers of Directors can be increased or decreased (but to no fewer than three) from time to time, by resolution approved by a majority of the Entire Board, and no decrease shall shorten the term of any Director then in office. Entire Board means all then authorized Directors of the Corporation, whether or not present at a meeting of the Board, but disregarding vacancies.

**Section 3.02.** Election and Term of Office. To become a Director, a person shall be nominated by a Director and elected at a meeting. Directors shall hold the seat for a term of three (3) years. Each shall serve for such term and until the election of a successor, or until such Director’s death, resignation, or removal. Directors may be re-elected to one-consecutive term subject to section 3.04. A rotation of Directors’ terms shall be maintained to avoid more than 4 positions being elected in the same year. Elections shall be held in October. **The three (3) year term shall begin in January.** Each Director is expected to attend all Board meetings and serve on at least one committee. When special circumstances are deemed by the Board, the Board may vote to extend a Director’s number of consecutive terms to two (2). A Director who has served consecutive terms may be invited to participate as a non-voting emeritus position.

**Section 3.03.** Vacancies. Vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, even if less than a quorum. The duration of the vacated term is not altered. A Director that has served in a vacated seat may be re-elected to two consecutive terms.

**Section 3.04.** Removal of Directors. Any Director may be removed at any time for cause at a regular or special meeting by a majority of the Entire Board. Specific situations that may constitute cause include, but are not limited to, activities that hamper the ability of the Board to fulfill its mission, absence at three (3) meetings in one year without valid reason (e.g., out of town, illness, family emergency, etc.), and criminal violations. No Director may be removed without cause.

**Section 3.05.** Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of a Director.

**Section 3.06.** Compensation. The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office and in accordance with Article IX of these Bylaws.

**Section 3.07.** Committees. The Board by resolution may designate from among the Directors an Executive Committee and other committees of the Board consisting of at least two (2) or more Directors. Each committee of the Board shall have such authority as the Board shall provide by resolution, and the Executive Committee shall have all the authority of the Board, except that no such committee shall have the authority to: (a) fill vacancies on the Board or in any committee; (b) amend or repeal the Bylaws or adopt new Bylaws; or (c) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repeal able. Unless otherwise provided by resolution of the Board, a majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. Committee procedures shall be subject at all times to the directions of the Board. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

**Section 3.08.** Code of Conduct. Directors must adhere to the Code of Conduct policy as adopted by the organization.

**Section 3.09.** Conflict of Interest. Directors must adhere to the Conflict of Interest Policy as adopted by the organization.

**Section 3.10.** Whistleblower Policy. Directors must adhere to the Whistleblower Policy as adopted by the organization.

**Section 3.11.** Document Destruction Policy. Directors must adhere to the Document Destruction Policy as adopted by the organization.

## **ARTICLE IV MEETINGS**

**Section 4.01.** Meetings. Unless otherwise arranged, regular Board meetings shall be held on the third Tuesday of each month at 5:15 pm Central Time. A quorum equal to sixty percent (60%) of seated Directors is required to conduct official business. The

President of the Corporation shall preside at the meetings, or in the absence of the President, the Vice President shall preside. The Secretary of the Corporation shall act as Secretary at all meetings, or in the absence of the Secretary, an acting Secretary shall be chosen by the President. Meetings will proceed according to Robert's Rules of Order, typically consisting of: (1) call to order; (2) report of last meeting's minutes and correction if necessary; (3) treasurer's report; (4) Executive Director's monthly report; (5) discussion of old business; and (6) discussion of new business.

**Section 4.02. Special Meetings.** Special Meetings of the Board of Directors may be called by any Director provided a quorum equal to sixty percent (60%) of Directors is present and a minimum of three (3) days' notice is given to all Directors by the President, the Secretary, or other responsible Director.

**Section 4.03. Quorum.** The presence in person of sixty percent (60%) of Directors shall be necessary at any Board meeting to constitute a quorum to conduct business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.03a Directors may participate in a regular or special meeting of the board or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.04. Voting.** At all meetings of the Board, each Director present shall be entitled to one (1) vote. No Director may vote by proxy.

**Section 4.05. Action Without a Meeting.** Action may be taken without a meeting if a written consent setting forth the actions to be taken is signed by seventy-five percent (75%) of the Directors. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Director.

**Section 4.06. Bylaws.** At the first regular meeting, the Board shall adopt these bylaws (the "Bylaws").

**Section 4.07. Actions Requiring Supermajority Vote.** The following corporate actions may not be taken without the approval of two-thirds (67%) of the Entire Board:

- (a) Disposing of all, or substantially all, of the assets of the Corporation,
- (b) Approval of a plan of merger,
- (c) Authorization of a plan of non-judicial dissolution, or
- (d) Revocation of a voluntary dissolution proceeding.

**ARTICLE V**  
**OFFICERS, EMPLOYEES, AND AGENTS**

**Section 5.01.** Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine.

**Section 5.02.** Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected by a majority vote of the Board for one-year terms, and each officer shall hold office for such term and until such officer's successor is elected or until such officer's earlier death, resignation, or removal. Except for the President and Vice President, no officer need be a Director. All officers shall be subject to the supervision and direction of the Board.

Section 5.02a. Nominations for officers will be submitted to the Board in November and voting will take place at the December meeting. Terms of officer service will be from January through December.

**Section 5.03.** Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

**Section 5.04.** Resignations. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board.

**Section 5.05.** Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by a vote of the majority of the Board. The persons so elected shall hold the office for the unexpired term in respect of which such vacancy occurred.

**Section 5.06.** President. The President shall be a Director and shall preside at all meetings unless alternate arrangements are agreed upon in advance.

**Section 5.07.** Vice President. The Vice President shall be a Director and shall preside at all meetings the President is unable to attend. The Vice President shall act as the Corporations' Grievance Officer.

**Section 5.08.** Secretary. The Secretary shall attend all meetings of the Board of Directors unless alternate arrangements are made, take and maintain the minutes of such meetings, and maintain a corporate binder of all official actions taken by the Board. This binder, including electronic files, shall be submitted to the President should the Secretary resign or be removed from his or her post.

**Section 5.09.** Treasurer. The Treasurer shall see that accurate financial records are kept and report the financial status of the Corporation to the Board at the regular meetings. In addition, the Treasurer shall see that all necessary and appropriate forms are filed annually with the Internal Revenue Service and the Nebraska Department of

Revenue, as needed. The Treasurer may perform other duties related to the Corporation's finances as they become necessary.

**Section 5.10.** Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine.

**Section 5.11.** Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized.

5.11a Review of compensation structure will be undertaken no less than every three (3) years.

## **ARTICLE VI EXECUTIVE DIRECTOR**

**Section 6.01.** The Board of Directors shall hire an Executive Director. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, including coordination of all volunteer and paid staff activities. The Executive Director shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports at regular Board meetings as shall be required by the Board.

**Section 6.02.** The Executive Director shall serve until he or she resigns or is removed by the Board of Directors upon a majority vote of the Entire Board. Such removal may be with or without cause. The Executive Director shall be entitled to reasonable compensation for his or her services, at the discretion of the Board.

## **ARTICLE VII DISSOLUTION**

**Section 7.01.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The Board may select a specific organization for distribution of the assets as it sees fit.

## **ARTICLE VIII AMENDMENTS**

**Section 8.01.** Articles of Incorporation. The Articles may be amended in any manner at any regular or special meeting of the Board, provided that specific written

notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments to the Articles shall require the affirmative vote of a majority of the Entire Board.

**Section 8.02.** Bylaws. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting, provided that specific written notice of the proposed amendment of these Bylaws setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

## **ARTICLE IX EXECUTION OF INSTRUMENTS**

**Section 9.01.** Contracts and Instruments. The Board may authorize by resolution any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 9.02.** Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

## **ARTICLE X GENERAL PROVISIONS**

**Section 10.01.** Fiscal Year. The fiscal year of the Corporation shall be the calendar year of the United States of America unless otherwise provided by the Board.

**Section 10.02.** Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books, records, and electronic files of the activities and transactions of the Corporation, which shall include a copy of the Articles, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings and meetings of the Board and committees thereof. All shall be maintained in a secure and confidential manner.

**Section 10.03.** Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

**Section 10.04.** Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

**Section 10.05.** Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles. The Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

**Section 10.06.** Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of NeighborGood Community Pantry, a Nebraska Nonprofit Corporation, as its effect on the date hereof.

By \_\_\_\_\_ Date \_\_\_\_\_

Name:

Title: Secretary