

THE NEW LONDON COMMUNITY MEAL CENTER, INC.

2019 Revision

ARTICLE I – NAME; FISCAL YEAR

Section 1. Name. The name of this corporation shall be The New London Community Meal Center, Inc. ("Corporation").

Section 2. Fiscal Year. The Corporation's fiscal year shall be July 1 – June 30 period, with a June 30 year end.

ARTICLE II – MISSION STATEMENT

Section 1. The purpose and business of this non-membership and non-profit corporation is to provide food and other care to the needy, disadvantaged and disabled people in the City of New London and the immediate surrounding communities without regard to race, color, religion, gender, disability, national origin or sexual orientation. *The Corporation enjoys status as an exempt organization under Internal revenue Code section 501 (c) 3. The certificate of incorporation and these by laws shall be interpreted when applicable to allow action consistent with said designation.*

ARTICLE III – Governance

The Corporation shall be governed by a Board of Directors, and an Executive Board made up of duly elected Officers.

Section 1. BOARD OF DIRECTORS

A. Number. This corporation shall be governed by a Board of Directors consisting of not less than nine (9) nor more than fifteen (15) members.

B. Election. Board members shall be elected by majority vote of the then sitting Board of Directors at the annual meeting of the Corporation. To be eligible a person must be nominated and seconded by an existing board member and must be affirmatively elected by a majority of the board members present at a meeting at which a quorum is present. In the event of a resignation or other vacancy the Board may vote to replace the Board member by the same process and said new member shall serve for the remainder of the term of the vacated board member..

C. Term. Each board member shall serve a term of three years . Nothing shall prohibit a person from serving multiple terms.

C. Powers of the Board of Directors. In addition to such powers as may be enumerated in the Connecticut general statutes, to the extent not inconsistent herewith, the Board of Directors shall exercise the following powers and duties:

1. Election and removal of the Board of Directors and Officers;
2. Adoption of policies and procedures for the operation of the Corporation;
3. Adoption of the annual budget and any amendments thereto;
4. Approval of all contracts and expenditures except as may be specifically delegated to the the officers or Executive Board;
5. All Board Members shall serve on at least one Standing Committee;

D. Removal of Officers and Board Members;

A Board Members and officers may be removed from office on the duly made motion and affirmative vote of $\frac{3}{4}$ of the members of the Board of Directors sitting at a meeting at which a quorum is present for the following reasons: (i) Unexcused absences of a Board Member from three consecutive regular meetings; (ii) the conviction for any criminal act other than a misdemeanor; (iii) the unauthorized act of attempting to bind the corporation without board approval or officer authorization pursuant to a previously approved resolution of the board; (iv) any act which serves to impair the status of the corporation as a tax exempt entity; (v) any act which places in a bad public light the reputation of the corporation.

Section 2 – OFFICERS AND EXECUTIVE BOARD

A. Officers. The Corporation shall elect a President, Vice President, Secretary, Treasurer, and Volunteer Coordinator. Officers shall serve for a term of one year and shall be elected and shall begin their annual terms as of the date of their election. Officers shall be nominated, seconded and elected by the affirmative vote of a majority in attendance by the Board of Directors at the annual meeting of the Board of Directors. or at any regular meeting to fill a vacancy.

B. Duties of Officers

1. The President shall be the chief spokesperson for the corporation, shall preside over all meetings of the Board of Directors and Executive Board; Shall appoint Standing Committees and is an Ex-Officio member of all standing committees with the exception of the Nominating Committee. The President shall also be a signatory on the corporation bank accounts.
2. The Vice President assumes the duties of the President when the latter is absent and additional duties upon request. The Vice President shall be a signatory on the corporation bank accounts in order to act in the presidents place in the event the President is unavailable.
3. The Secretary shall record the minutes of all meetings of the Board of Directors and Executive Board.
4. The Treasurer shall be custodian of all finances and shall report monthly on the financial status of the Corporation including total income and disbursements of funds. The Treasurer shall be a signatory on all corporation bank accounts.
5. The Volunteer Coordinator shall oversee all volunteer activities. Shall work to ensure the operations of the Corporation and services provided by volunteers are performed with the highest of quality, dignity and respect.

C. Executive Board. The Executive Board shall consist of the following Officer position: President, Vice President, Secretary, Treasurer and Volunteer Coordinator. The Executive Board shall have the power to act between regular Board of Director Meetings in an emergency on any matter which properly falls within the jurisdiction of the Board of Directors. All actions of the Executive Board shall be reported to the Board of Directors at its next meeting and shall be subject to revision by the Board of Directors.

Section 3. Rules of Order. The corporation shall utilize the most current version of Roberts Rules of Order to govern the conduct of all meetings and actions except as expressly set forth herein.

ARTICLE IV- STANDARD OF CARE FOR OFFICERS, AND BOARD MEMBERS; INDEMNIFICATION

Section 1. General standards for Officers and Board members.

A. An Officer or Board member shall discharge his duties as an officer or

Board Member, including his duties as a member of a committee:

- (1) In good faith;
- (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) in a manner he reasonably believes to be in the best interests of the Corporation.

B. In discharging his duties an officer or Executive Board member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or agents of the Corporation whom the officer or Board member reasonably believes to be reliable and competent in the matters presented;
- (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (3) the committee of which he is not a member if the officer or Board member reasonably believes the committee merits confidence.

C. An officer or Board member is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

D. An officer or Board member is not liable for any action taken in his capacity, or any failure to take any action, if he performed the duties of his office in compliance with this section.

Section 2. Indemnification.

Officers, and Board members, who are acting under the express granted authority of the Board and in accordance with the standards of conduct set forth herein shall be granted indemnification for their actions to the extent allowed under the Connecticut General Statutes 33-1116 to 33-1125 or such successor statute as may be enacted.

ARTICLE V- MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Corporation will take place in the month of April each year. The then sitting President or next available officer in the absence of the President will notice the meeting no less than 14 days prior and will preside at the meeting. The following shall be the agenda for the meeting. Additional items may be added in the discretion of the President or the Board in accordance with Roberts Rules of Order:

1. Call to Order
2. Action on prior minutes
3. Nomination and election of board members
4. Nomination and election of officers by new board members (at which point new President assumes the chair of the meeting)
5. Presentation of the budget for action by the board (no requirement that the budget be acted upon at this annual meeting.
6. Report of Standing Committees
7. Good of the Order

8. Adjournment

Section 2. Regular Meetings -Board of Directors. Regular meetings are held at least six times per year, except as otherwise voted by the Board, at such time and place as designated by the Board and/or its President. Special meetings can be called by four or more Board Members or by notice from the President. Regular meetings must be noticed at least ten days in advance. Any notice hereunder required may be waived by unanimous act of the Board and any action that may be taken at a duly called meeting may be taken by unanimous written consent at any time.

- a. Officers. The Executive Board of officers shall meet as necessary. The President may call meetings of the executive board with no less than five (5) business days notice. Any notice hereunder required may be waived by unanimous act of the Executive Board and any action that may be taken at a duly called meeting may be taken by unanimous written consent at any time.
- b. Quorum. A simple majority of the full board membership for a board of directors meeting, or of the executive board, for a meeting of the officers, constitutes a quorum at regularly scheduled and special meetings.

Section 3. Action without in person Meeting. With the exception of matters to be considered at the Annual Meeting which must take place in person, the Board of Directors and the Executive Board may make decisions by unanimous written consent of all duly elected members without a formal meeting. The writing (which may be by electronic media) shall be presented at the next in person Board Meeting and made a part of the corporation record.

ARTICLE VI – COMMITTEES

Section 1. The Corporation shall have certain Standing Committees. The standing committees shall be comprised of at least three people one member of which shall be a member of the Board of Directors but may be otherwise constituted by non Board members or Officers. To the extent no specific Standing Committee is empowered hereunder the Board of Directors as a whole will constitute said Standing Committee.

Section 2. Additional Committees shall be formed and appointed by the President with notice to the Board of Directors as may be necessary from time to time to oversee and make recommendations about the affairs of the Corporation. Such committees shall have the duties and responsibilities defined and assigned by the Board.

Section 3. Neither Standing Committees nor other Committees shall have the power to bind the corporation but shall recommend action to the Board and act only with the Board's consent.

Section 4. The Standing Committees shall consist of the following:

- a) By-Laws Committee – Shall be charged with becoming familiar with the Certificate of Incorporation and the Corporation By-Laws. Shall meet for the purpose of giving consideration to the form and substance of proposed By-Law changes, as submitted by the members of the Board of Directors for action.
- b) Finance Committee – Shall be charged with handling all matters pertaining to the financial operations insure funds are appropriated in accordance with the purpose of the non-profit Corporation. The Chair of the Finance Committee shall be an Assistant Treasurer with duties of assisting the Treasurer in their duties as requested.

- c) Grant Writing Committee – Shall be charged with becoming familiar with the principles and fundamentals of grantsmanship. Shall complete grant "proposals" or "submissions" for funding provided by an institution such as a government department, corporation, foundation or trust for the purpose of benefiting the Corporation.
- d) Kitchen Committee – Shall be charged with overseeing and reviewing Sourcing of Food, Menu Planning and storage of same. Shall meet with Kitchen Manager to discuss general operations and review areas of possible improvement.
- e) Nominating Committee – Shall be charged with nominating a slate of Executive Board Officers annually at the Month of June meeting for election by the Board of Directors. Shall be charged with nominating a slate of Board of Directors every three year at the Month of June meeting for election by the sitting Board of Directors.
- f) Personnel Committee – Shall be charged with overseeing and reviewing job performance, compensation and benefits for the Corporation Employees. Shall develop and administer general personnel policies in accordance with State and Federal regulations. Shall meet annually for the purpose of employee benefits, wages and performance assessment.
- g) Property Maintenance Committee – Shall be charged with the care and maintenance of the Corporation property, buildings and improvements to said property. Shall know the condition and affect the repair of building, furniture and equipment owned or leased by the Corporation. Shall establish and enforce rules for the property and present such to the Executive Board and Board of Directors for approval. Rules that are rejected will be sent back to committee with recommendations. Shall be authorized to enter into agreement to repair, purchase or lease items provided the per-item cost does not exceed \$300.00, excluding major emergencies. All major building expenses shall be let out for competitive bid with no less than three bids. A list of all repairs, improvements and acquisitions of furniture and equipment shall be maintained on said premises.
- h) Public Relations Committee – Shall be charged to explore the creation of coalitions with other like minded originations and/or groups in the surrounding community to create greater awareness of the mission of the Corporation.
- i) Volunteers Committee – Shall be charged with working with all volunteers. Shall work to ensure the operations of the Corporation and services provided by volunteers are performed with the highest of dignity and respect.
- j) Fundraising Committee-. Shall be charged with developing a plan for overall fundraising on behalf of the corporation and a liaison between event chairpersons and the Officers and Board of Directors.

ARTICLE VII – CORPORATION RECORDS

Section 1. The Corporation shall keep at its principal place of business the minutes of all meetings, a copy of it then current budget, its By-Laws and a roster of Directors and Officers, listing the name and address of each Director and Officer.

ARTICLE VIII- BUDGET

Each year in the month prior to the Annual Meeting the Finance committee will meet to discuss and formulate a draft budget for the coming year. The budget will contain standard provisions for anticipated income and expenses and shall provide specifically for the wages, and benefits, for

the Kitchen Manager and the facilities security personnel. The budget must be adopted by 2/3 majority at a duly called meeting of the board of directors at which a quorum is present.

ARTICLE IX – Policies and Regulations

At the Annual meeting of the Board the Board will determine by majority vote if due to changes in law or practice any new policy or regulation should govern the duties of any of the officers for the coming year. For example, in the event tax law changes or banking regulation require a change in record keeping or reporting the Board may adopt regulations that require the Treasurer to act in a particular manner. This is not intended to provide a mechanism to circumvent the powers or duties created hereunder but to aid in the implementation of best practices without the need for formal by law revision.

ARTICLE X – AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds majority vote of attending Board Members at a scheduled meeting at which a quorum is present, provided that the proposed amendments have been presented in writing to the Board Members not less than thirty (30) days prior to the meeting which shall address such proposal.