



Updated September 13, 2007
Bylaws of the California Association of Food Banks

ARTICLE I – OFFICES

Section 1. PRINCIPAL OFFICES. The board of directors shall fix the location of the principal executive office of the corporation at any place within the State of California.

Section 2. OTHER OFFICES. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II - PURPOSE

Section 1. SPECIFIC PURPOSES. The specific purposes of this corporation are: to maximize the ability of California food banks to build a well nourished California.

ARTICLE III - MEMBERSHIP

Section 1. DETERMINATION. The corporation will have two classes of members: Full members and Associate members.

(a) Full members must:

(1) Be non-profit corporations with incorporation accepted and approved by the State of California and with 501 (c) (3) tax exempt status approved by the Internal Revenue Service and with 23701 (d) tax exempt status approved by the State of California; be in good standing with the Federal and State authorities governing non-profit organizations; and have a board of directors representing the community served.

AND

(2) On a daily basis solicit, receive, warehouse and distribute donated food within a defined service area, primarily (more than 50%) to a wide range of non-profit agencies that operate food assistance programs for low-income people, primarily (more than 50%) in California.

AND

(3) Demonstrate a commitment to the principle of non-discrimination.

AND

- (4) Demonstrate that they work collegially with other California food banks in furtherance of the Association's mission to build a well-nourished California.
- (b) Associate Members are: food distribution groups other than food banks, out-of-state food banks, anti-hunger advocacy groups, and other organizations working on hunger issues and the well-being of low-income people. Associate members that distribute food must adhere to Article III, Section I, Subsection (a), provisions (1), (3), and (4). Associate members are not entitled to vote.

Members apply by completing the standard application and submitting requested documentation. All membership applications will be subject to corporation board review and approval.

Section 2. ADMISSION OF MEMBERS. Applicants shall be admitted to membership upon approval by the board. If the applicant organization wishes to apply for food bank membership, it must have at a minimum a proven six month operational history that meets the qualifications of Article III, Section 1 (a) (1). A membership committee, formed by the membership, shall establish a specific application process consistent with the membership criteria of these bylaws. The membership committee shall receive and process all membership applications and forward a recommendation to the board for final action. There shall be an exemption mechanism that if an agency performs food bank functions it would be considered a food bank member after investigation by the association.

The corporation shall keep a membership book containing the name and address of each member. Termination of membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The membership of a member shall terminate upon receipt of written notice from the member or upon determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

Section 3. MEMBER DUTIES AND RESPONSIBILITIES. Members shall actively participate by serving on committees and attending membership meetings. Members shall votes on election of board members, bylaws revisions and dissolution of organization. Each organization shall have one vote at any membership meeting. There shall be no voting by proxy. Each member organization will be solely represented by the executive director (or

equivalent) or as an alternate the chairperson of the board of directors (or equivalent) of the organization.

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

- (a) The members of this corporation shall pay annual dues in full as set by the board of directors.
- (b) Members that fail to pay dues by the deadline set by the board of directors become inactive, forfeit their right to vote at membership meetings and are excluded from the determination of quorum for membership meetings.

Section 4. NUMBER OF MEMBERS. There is no limit on the number of members the corporation may admit.

Section 5. MEETING NOTICE AND QUORUM. Written thirty (30) day notice will be provided to all members giving the general nature of business to be considered at the annual membership meeting. At a properly called meeting of the association, actions will be approved by a majority vote of the members present. If, however, the number of members actually present is less than one-third (1/3) of the membership, only actions may be taken for which the general nature of the proposal was stated in the notice of meeting or in any written waiver of notice.

If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to votes or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice: adoption, amendment, or repeal of bylaws, removal of directors, amendment of Articles of incorporation, consideration of merger with another corporation, and dissolution of the corporation or disposal of all, or substantially all, corporate assets.

Section 6. ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action which may be taken at the regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide the opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the votes shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation.

Any written ballots shall also indicate that a majority of members in good standing is required to approve the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Section 7. NUMBER OF MEETINGS. There shall be at least one annual membership meeting per year.

ARTICLE IV - DIRECTORS

Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 2. NUMBER OF DIRECTORS. The authorized number of directors shall not be less than twelve (12) nor more than eighteen (18) directors, of which at least two-thirds (2/3) are food bank executive directors or the equivalent, until changed by an amendment to the bylaws. The board shall set the exact authorized number of directors.

Section 3. QUALIFICATION OF DIRECTORS. The membership may elect at-large directors who are not members of the association.

Section 4. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected at the annual membership meeting and will hold office for a three year term. Each director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The maximum term of each director shall be for two (2) consecutive terms of no more than three (3) years each. A former director can be re-elected to the Board of Directors after one year between his/her first two terms and the coming term.

Section 5. VACANCIES. Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the next annual membership meeting of the members and until a successor has been elected.

A vacancy or vacancies in the board of directors shall be deemed to exist in the event of the death, resignation, or removal of any director, or if the board of directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. If any director who is an executive director of a food bank that is a full member of the corporation ceases to be the executive director of that full member, then that director's term shall end when his or her employment as an executive director ends and a vacancy in the board of directors shall be deemed to exist.

Any director may resign effective on giving written notice to the chairperson of the board, the vice-chairperson, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

None of the persons serving on the board of directors at any time may be interested persons. An interested person is any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE.

Regular meetings of the board of directors may be held at any place within or outside of the State of California that has been designated from time to time by resolution of the board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.

Section 7. REGULAR MEETINGS. Regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings must be held with five (5) days notice.

Section 8. SPECIAL MEETINGS. Special meetings of the board of directors for any purpose or purposed may be called at any time by the chairperson or vice chairperson or the secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone or other electronic means to each director or sent by first-class mail, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. Notice shall be given in a manner that would reasonably permit the directors to have forty-eight (48)

hours notice before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

Section 9. QUORUM. One-half (1/2) of the then-authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law as to approval of contracts or transaction in which a director has a direct or indirect material financial interest, appointment of committees, and indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by a least a majority of the required quorum for that meeting.

Section 10. WAIVER OF NOTICE. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice is a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement, the lack of notice to that director.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 12. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such reimbursement of expenses, as may be fixed or determined by resolution of the board of directors.

ARTICLE V – COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The board of directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors and members of any number, to serve at the pleasure of the board. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- (a) the filling of vacancies on the board of directors or any committee;
- (b) the amendment or repeal of bylaws or the adoption of new bylaws;
- (c) the amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (d) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (e) the appointment of any other committees of the board of directors;
- (f) the approval of any transaction to which the corporation is a party and one or more directors have a material financial interest; or
- (g) the approval of any transaction between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors have material financial interests.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, Directors: Section 6 (place of meetings), 7 (regular meetings), 8 (special meetings), 9 (quorum), 10 (waiver of notice), and 11 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee; special meetings of committees may also be called by resolution; and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provision of these bylaws.

Section 3: ADVISORY COMMITTEES. The Board may also appoint advisory committees, composed of one or more directors or their designees.

ARTICLE VI - OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a chairperson, a vice-chairperson, a treasurer, a secretary, and an executive director.

Section 2. ELECTION OF OFFICERS. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen by the board of directors, and each shall serve at the pleasure of the board.

Section 3. SUBORDINATE OFFICERS. The board of directors may appoint, and may empower the chairperson of the board to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the board of directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Any officer may be removed, either with or without cause, by the board of directors, as any regular or special meeting of the board, or except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 6. CHAIRPERSON. The chairperson shall, if present, preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. The chairperson shall in addition be the principal officer of the corporation and shall, with the assistance of the board of directors, provide general oversight of all affairs of the corporation.

Section 7. EXECUTIVE DIRECTOR. The executive director shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and the non-board officers of the corporation. The executive director shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 8. VICE-CHAIRPERSON. In the absence or disability of the chairperson, the vice chairperson shall perform all the duties of the

chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws, and the chairperson.

Section 9. SECRETARY. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings, the number of those present or represented at such meetings, and the proceedings.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the bylaws or by law to be given, and s/he shall keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by the bylaws.

Section 10. TREASURER. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. S/he shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the board of directors, shall render to the chairperson of the board and directors, whenever they request it, an account of all of his/her transactions as treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. AGENTS, PROCEEDINGS AND EXPENSES. For the purpose of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or

domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or Section 5 (c) of this article.

Section 2. ACTIONS OTHER THAN BY THE CORPORATION. This corporation shall indemnify 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 this corporation) by reason of the fact that such person is or was an agent of this corporation against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceedings if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. 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 and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. ACTIONS BY THE CORPORATION. This corporation shall indemnify any person was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by reason of the fact that that person is or was an agent of this corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that 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 made under this Section 3:

- (a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this corporation in the performance of that person’s duty to this corporation, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) Of amount paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

Section 4. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, 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.

Section 5. REQUIRED APPROVAL. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authored in the specific case on 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 Sections 2 or 3 or this Article; by:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding, or
- (b) The court in which the proceeding is or was pending, on application made by this 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 this corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceedings on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. OTHER CONTRACTUAL RIGHTS. Nothing contained in this Article shall affect any right to indemnification to which person other than directors and officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

Section 8. LIMITATIONS. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5 (b), in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the articles, a resolution of the members, 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
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. Upon and in the event of a determination by the board of directors of this corporation to purchase such insurance, this corporation shall

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 this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE VIII - RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The corporation shall keep at its principal executive office, at its principal business office in this state, the original or a copy of the bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the board of directors and any committee or committees of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept in written form.

Section 3. INSPECTION BY DIRECTORS AND MEMBERS. Every director and member shall have the absolute right at any reasonable time to inspect all minutes, books, record, and documents of every kind and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy or make extracts of documents.

Section 4. ANNUAL REPORT TO DIRECTORS AND MEMBERS. The corporation shall provide to directors and members, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation at the end of the fiscal year;
- (b) the principal changes in assets and liabilities including trust funds, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) any information required by California Corporation Code Section 6322.

ARTICLE IX -GENERAL CORPORATE MATTERS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the

California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

Section 2. DEDICATION OF ASSETS. The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c)(3).

ARTICLE X - AMENDMENTS

Section 1. AMENDMENT BY MEMBERSHIP. These bylaws may be amended or repealed by a majority vote of approval by the membership. Before these bylaws can be amended or repealed, the membership must be given fourteen (14) days prior notice. The board may not extend the term of a director beyond that for which the director was elected. The board may not specify or change any bylaw provision.

Section 3. HIGH VOTE REQUIREMENT. If any provision of these bylaws requires the vote of a larger proportion of the membership than is otherwise required by law, that provision may not be altered, amended, or repealed except by that great vote.