

CONSTITUTION AND BYLAWS OF MY BROTHER'S PANTRY, INC.

ARTICLE I -NAME SECTION I

The organization shall be known as My Brother's Pantry, Inc.

SECTION 2

Hereafter, in this document, the above-named organization shall be referred to as "MBP".

ARTICLE II -PURPOSE

The purpose of MBP shall be described as follows:

- A. To provide a monthly food supplement to individuals and families who reside on the Broadneck Peninsula or who are members of participating religious organizations and who either are eligible for government assistance or whose incomes are less than 150 percent of the Federal poverty level. Exceptions to these requirements may be made by a two-thirds vote of the Board of Directors.
- B. To provide emergency food supplies on a one-time basis to any person(s) who asks for such assistance, regardless of the provisions of paragraph A.
- C. To enhance a spirit of cooperation within the participating organizations and within the individuals living on the Broadneck Peninsula.
- D. To promote the health and wellbeing of client families by offering healthy foods, including fresh and frozen items, and allowing client families options in selecting their foods.
- E. To recognize and respect the philosophical, theological, and ideological differences of member organizations.
- F. To plan and/or participate in activities on behalf of MBP.
- G. To pool ideas, information, and experience of member organizations.
- H. To bring the problem of local food insecurity to the attention of the general community.
- I. To provide services based on need without regard to age, race, color, religion or creed, national or ethnic origin (ancestry), marital status, family or parental status, disability or handicap, sexual orientation, gender, gender identity or expression, political belief or activity, military or veteran status, or any other characteristic protected under applicable

federal, state or local law.

ARTICLE III -MEMBERSHIP

SECTION I

Membership in MBP shall be open at any time to any religious, incorporated, non-profit membership organization whose principal office is located on the Broadneck Peninsula in Anne Arundel County, Maryland.

SECTION 2

Each member organization shall be entitled to one vote, regardless of delegation size, on any issue requiring a vote pursuant to these by-laws.

- A. Each member organization shall designate at least one representative and one alternate to the Board of Directors.
- B. No individual shall represent more than one organization at any given meeting.
- C. Clergy of member organizations shall be ex-officio members of MBP, but they shall not vote unless designated as an authorized delegate on behalf of a member organization.
- D. To retain voting membership, no organization shall be unrepresented at more than two consecutive meetings without good cause as determined by the President.
- E. To retain voting membership, each member organization shall support the operation of MBP by contributing on an annual basis, either in monetary funds or in-kind donations, an agreed upon amount as set by the Board of Directors.

ARTICLE IV -OFFICERS

SECTION I

The MBP Officers shall consist of a President, Vice-President, Treasurer, and Secretary. These officers shall be elected at the October meeting by a majority vote of those Board members present and voting, for a term to begin in January. The officers shall hold office, unless sooner removed, until their successors are chosen and qualified. In the case of a vacancy in any of the above positions, the President, with the approval of the Board, shall appoint a person to complete the unexpired term.

SECTION 2

The President shall preside at all meetings of the Board of Directors during his or her term. The President may sign and execute in the name of MBP all authorized deeds, contracts, or other instruments, except in cases in which the signing and executing thereof shall have been expressly delegated to some other agent of MBP. The President will organize and coordinate the activities of the Board and the standing committees to the extent that they further the purpose of the organization as outlined in Article II of these Bylaws. The President will also represent MBP and be the first point of contact in dealings with outside organizations until delegated to other Board members. The President may only perform such other duties as are specifically authorized by the Board.

SECTION 3

The Vice President shall serve in the stead of the President whenever he or she is unable to execute the duties of the President. The Vice President will support and work in concert with the MBP President, other officers and committees on MBP policy, procedure and operational issues.

SECTION 4

The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of MBP and shall deposit or cause to be deposited in the name of MBP, all moneys in such depositories as shall from time to time be selected by the Board. At least two signatories to each account will be maintained, both of whom must be members of the Board. The Treasurer shall render to the President and to the membership an annual report and other reports whenever requested, including an account of the financial condition of MBP and, in general, shall perform all the duties incident to the office of a treasurer of a corporation and such other duties as may be assigned by the membership or by the President. The Treasurer will train and maintain a backup person who will be able to perform the accounting duties of the Treasurer when the Treasurer is unable to perform. The backup person will not have signature authority on bank accounts to disburse funds.

SECTION 5

The Board Secretary shall be responsible for keeping all records related to Board activities, including minutes to Board meetings, and ensure that all records are kept per MBP Governance as outlined in the MBP Policy & Procedures. The Secretary will be a consultant to other officers and committees and will collaborate with the team on operational issues. The Secretary will send meeting notices and agenda items as required herein and will send correspondence in the name of MBP as authorized by the Board.

SECTION 6

Any officer may be removed from office by a vote of two-thirds of all the members present at a special meeting called for that purpose or by failure to attend two consecutive meetings without good cause as determined by the President.

SECTION 7

The MBP Board will establish and maintain standing committees responsible for various operational areas: Inventory Management, Communications and Social Media, and Database Management. These committees will be made up of a minimum of 2 people from the Board and will be led by a designated chairperson. They will be responsible to the MBP Board.

- A. Inventory Management – will provide continuity in pantry inventory content month to month, working with the organizations responsible for monthly distributions. This committee will maintain records on the foods offered and selected by families each month and will have input to decisions made on the foods to be offered to families. This committee will also be responsible for submitting orders for food to local food banks and other commercial sources of food.
- B. Communications and Social Media – will be responsible for MBP content on social media, internet websites promoting MBP mission and operations, as well as coordinating the use of other media platforms. In addition, this committee shall ensure utilization of the Verizon One Talk phone by providing training and ongoing support to MBP Board Members.
- C. Database Management – will be responsible for maintaining MBP database(s) as required to support MBP operations including database(s) required by AACFB as a supplier of government food (TEFAP).

ARTICLE V - MEETINGS

SECTION 1

A regular meeting of MBP Board of Directors shall be held monthly unless otherwise agreed by the Board. The date and time shall be determined by the Board of Directors at the last preceding regular meeting of MBP.

SECTION 2

All meetings shall be open to attendance by any member of any member organization. No non-delegate shall have the right to address the meeting unless recognized by the President or his or her designee.

SECTION 3

A quorum shall be constituted by two-thirds of the member organizations, and no valid meeting shall be conducted absent a quorum.

SECTION 4

Unless specifically provided for in these by-laws, no action, correspondence, or comment shall be made by any officer, committee, or member of MBP, unless specifically approved by a prior two-thirds majority of those present at any meeting of MBP.

SECTION 5

Robert's Rules of Order, Newly Revised, shall govern the conduct of all meeting of MBP, unless in conflict with these by-laws or modified by vote of MBP.

SECTION 6

Any matters, actions, correspondence, communication, or activity that shall occur, take place, or be planned on behalf of MBP must have prior two-thirds majority consent of the members of MBP at any meeting of MBP.

SECTION 7

Special meetings maybe called by request of two-thirds of the member organizations delivered to the Secretary or President. Said request shall specifically state the issue or issues to be addressed by MBP at said meeting. Upon receipt of said request, a special meeting shall be scheduled not less than two weeks or more than four weeks from receipt of said request. If the situation is deemed an emergency by the calling members, the meeting shall be called as soon as possible. Notice of said meeting shall state the time, date, and place of the meeting and the issues to be discussed. Such notice shall be mailed or transmitted electronically to each member.

SECTION 8

An agenda will be mailed to all member delegates 7 days prior to each regular meeting.

ARTICLE VI - COMMITTEES

MBP may appoint such committees and designate their authority from time to time as it feels appropriate.

ARTICLE VII -FINANCIAL MATTERS

SECTION I

The fiscal year of MBP shall be from January 1 to December 31.

SECTION 2

All securities donated to MBP shall be sold for their cash value and the proceeds deposited in the name of MBP within 60 days of receipt.

SECTION 3

The Board will conduct an internal financial audit periodically, not less than once per fiscal year, to ensure the validity and timeliness of the various financial reports and filings, and that appropriate financial processes are being followed.

ARTICLE VIII- CREATION AND AMENDMENT OF THE CONSTITUTION AND BY-LAWS

SECTION I

These Bylaws may be amended at any duly-called regular or special meeting of the Board of Directors by a two-thirds vote of all Board members, provided that written notice of the proposed amendment has been given at a previous meeting or mailed for receipt 14 days prior to voting. Amendments shall go into effect upon approval.

SECTION 2

The applicability of any provision of these by-laws can be waived by a three-fourths vote of all Board members at any duly-called regular or special meeting, provided that written notice of the proposed waiver has been given at a previous meeting or mailed for receipt 14 days prior to voting.

SECTION 3

This Constitution and Bylaws shall initially go into effect upon approval by a three-fourth s vote of all Board members at a duly-called regular or special meeting, provided that written notice of the proposed constitution has been given at a previous meeting or mailed for receipt 14 days prior to voting.

ARTICLE IX- INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS

MBP shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a volunteer Board Member or officer, of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments , fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become

involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.