

**COMMUNITY FOOD BANK, INC.
ARTICLES OF INCORPORATION**

BYLAWS

Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of ORGANIZATION. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of ORGANIZATION, these Bylaws will be controlling.

ARTICLE I

Purpose

The purpose of our corporation is to offer loving service to others in the feeding and care of the hungry.

The name of this organization shall be COMMUNITY FOOD BANK, INC. serving individuals in greater Fort Worth area. In the following articles, the name COMMUNITY FOOD BANK, also known as THE METROPLEX FOOD BANK, INC. and LOAVES AND FISHES FOOD BANK, INC. shall be used to refer to as the "Corporation" is the Community Food Bank, Inc.

The corporation will operate as a food bank; it is an independent, not-for-profit entity to serve those who need food assistance in Greater Fort Worth Area. Assistance will be provided both to county residents and transients.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes including for such purposes, the making of distribution to organizations that qualify as exempt organizations under sections 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation may receive and administer funds for a scientific, religious, educational, and charitable purposes, within the meaning of section 501(c)3 of the Internal Revenue Code of 1986 and to that end , the corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any applicable laws, to do any other act or things incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall incur to the benefit of any member, trustee, officer of the Corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of section 501(c) 3 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county of which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively of such purposes.

ARTICLE II

Offices

Principal Office – The principal office of ORGANIZATION shall be located at 3000 Galvez Avenue, Fort Worth, Texas 76111.

Mailing Office – The mailing office of ORGANIZATION shall be located at 209 West 2nd Street, # 311, Fort Worth, Texas 76102

Other Offices – ORGANIZATION may have such other offices as the Board of Directors may determine or as the affairs of ORGANIZATION may require from time to time.

ARTICLE III

Duration

The period of duration of the corporation is perpetual.

ARTICLE IV

Officers

Officers and Duties – The Board shall elect officers of ORGANIZATION which shall include a Chair, a Chair Elect, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past Chair for a term of one (1) year. One person may hold any two or more offices, except the Chair and Secretary.

Chair – The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise the business and affairs of ORGANIZATION.

Chair Elect – The Chair Elect shall have all powers and duties of the Chair during the Chair's absence, disability, or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board, or the Bylaws.

Past Chair – The Past Chair, if any, shall assist in advancing the goals and objectives of ORGANIZATION through the application of knowledge gained through past Board experiences. The Past Chair shall be responsible for specific tasks delegated by the Executive Committee.

Secretary – The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of ORGANIZATION'S officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws.

Treasurer – The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of ORGANIZATION from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing ORGANIZATION's net worth at the close of the fiscal year and cause a firm of outside certified public accountants to audit the organization's books and records at the end of each even number fiscal year.

Election and Term of Office – All officers shall be members of the Board during their terms of office. Officers shall be elected for a three year term. No officer shall be eligible to serve more than three consecutive terms in the same office. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

Removal – Any officer or agent (e.g., Executive Director) elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V

Committees

Committee Chairs – The Chair may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the Chair or, at the Chair’s discretion, selected by the committee’s members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the Chair.

Standing Committees – The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Development Committee, Governance Committee, and Marketing Committee.

Executive Committee – The Executive Committee shall be composed of the officers of ORGANIZATION, the chairs of each of the Board committees and, at the Chair’s discretion, two additional voting Board members. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of the Executive Director. The Executive Committee shall meet at the discretion of the Chair.

Finance Committee – The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

Development Committee – The Development Committee shall be composed of three or more Board members. The Development Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance Committee and Marketing Committee.

Governance Committee – The Governance Committee shall be composed of three or more Board members. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws every two years.

Marketing Committee – The Marketing Committee shall be composed of three or more Board members. This committee shall focus on raising overall awareness about ORGANIZATION in the Central Texas community as well as supporting the ORGANIZATION staff and the Development Committee in furtherance of visibility and development goals.

Special Committees – The Chair may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the Chair (i.e., special fundraising events, etc.). The term of such committees shall not be more than one year.

Advisory Council – The Board may maintain an Advisory Council which shall not have nor exercise the authority, responsibility, or duties of the Board. Except as otherwise provided in such resolution, members of such Advisory Council need not be Board members. The Board Chair shall appoint the members thereof. Any member may be removed by the Board Chair whenever, in the Board Chair’s judgment, the best interests of ORGANIZATION shall be served by such removal.

Term of Office – Each member of a committee and the Advisory Council shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee or Advisory Council.

Vacancies – Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum: Manner of Acting – The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI Miscellaneous

Fiscal Year –The fiscal year of ORGANIZATION shall be from January 1st to December 31st.

Annual Budget – The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Books and Records – ORGANIZATION shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

Contracts and Grants – The Board may authorize any officer(s) or agent(s) of ORGANIZATION to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Director shall have authority

to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

Checks, Drafts, or Orders for Payment – All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ORGANIZATION shall be signed by such officer(s) or agent(s) of ORGANIZATION and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Executive Director and co-signed by the Treasurer.

Deposits – All funds of ORGANIZATION shall be deposited from time to time to the credit of ORGANIZATION in such banks, trust companies, or other depositories as the Board shall select.

Acceptance of Gift – The Board may accept on behalf of ORGANIZATION any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of ORGANIZATION. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by ORGANIZATION would be consistent with and further the purposes of ORGANIZATION.

Contracts Involving Board Members and/or Officers – Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of ORGANIZATION, members of the Board and officers of ORGANIZATION may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of ORGANIZATION involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit ORGANIZATION'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of ORGANIZATION if such contract, transaction, or act would result in denial of ORGANIZATION'S exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of ORGANIZATION be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

Investments – ORGANIZATION shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and

pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of ORGANIZATION shall take any action or carry on any activity by or on behalf of ORGANIZATION which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

Captions – Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Severability of Clauses – If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

ARTICLE VII

Membership and Agent

Section 1. The qualification of members and the manner of their admissions shall be regulated by the By-Laws

Section 2. The registered agent of this food bank shall be Regena L. Taylor, Executive Director and Chief Executive Officer

ARTICLE VIII

Board of Directors

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these By-Laws.

Section 2. Number and Qualifications. The members of the Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall

serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than nine members.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. Members of the Board of Directors shall serve term of three (3) years.

Section 1. The Board of Directors shall be composed of representatives of member churches, companies and organizations (henceforth referred to as Member Groups).

Section 2. Each Member Group shall be allowed a minimum of one (1) voting Board Seat and a maximum of two (2) voting Board Seats per Board Year. Member Groups shall determine their own Board Representatives.

Section 3. Board Members shall be eligible to serve four (4) consecutive three (3) year terms, which will be established on a rotating basis. Board Members may be extended beyond four consecutive terms with the majority approval of the Board of Directors in attendance at the meeting where this proposal takes place.

Section 4. If a Board Member does not attend at least one (1) meeting per quarter, the Board shall have the authority to require the resignation of said Board Member.

Section 5. Unexpired terms of Board Members shall be filled by the Member Group. They will select a replacement and notify the director.

Section 6. The Board shall elect from its membership a Director, Assistant Director, Secretary, and Treasurer. (Henceforth referred to as the Executive Committee) The Executive Committee seats shall be independent of the Board membership for Member Groups.

Section 7. Elections shall be held at the April Board Meeting each year.

Section 8. The Board shall meet monthly in regular meetings. Special meetings may be called by the Director or by any two (2) Board Members.

Section 9. The Board shall be charged with implementing procedures and policies that will further the work of the COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC. in accordance with the stated purposes in Article II of these Bylaws.

Section 10. A quorum for Board Meetings shall be the Member Groups that are present at the Board Meeting.

Section 11. The parliamentary procedures at meetings of the Board shall be in accordance with Roberts Rules of Order, current edition, in the absence of specific provisions of the Charter of Bylaws or specific direction of the Board.

ARTICLE IX
Executive Board

Section 1. The officers of the Corporation, henceforth referred to as the Executive Board, and must be Board Members. The Executive Board shall consist of the Executive Director, Chairperson, Co-Chairperson, Secretary, and Treasurer. These officers shall be elected by a majority vote of the Board of Directors at the regular annual meeting each year. Executive Board term of office is as elected.

Section 2. The Chairperson or Executive Director shall preside at all Board meetings, and shall by virtue of their office, be an ex-officio member of all committees.

Section 3. The Co-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson. The Co-Chair shall also act as the liaison between the Board of Directors and sub-committees formed for the purpose of conducting the COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC. business.

Section 4. The Secretary shall record upon the books of the corporation the proceedings of respective meetings. The Secretary shall present at the Annual Meeting the minutes from the previous Annual Meeting.

Section 5. The Treasurer shall be subject to such conditions and restrictions that may be made by the Board. The Treasurer shall have the care and custody of all funds and securities of the corporation in such bank or banks as the Board may elect, and shall disburse said funds and securities pursuant to the orders of the Board. The Treasurer, or any person or persons duly authorized by the Board shall have the power to make, sign and endorse and accept for and on behalf and in the name of the corporation, drafts and checks in the regular course of business. Purchases greater than \$5000 should first be approved at a board meeting. If an expense greater than \$5000 is considered an emergency (e.g. appliance or utility repair), at least three board members shall approve expenditure and expense should be fully disclosed at the following board meeting.

All bank accounts for the organization shall carry signature cards containing the signatures of those authorized by the Board to write drafts or checks for the COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC. account.

The Treasurer shall prepare and present, in writing, at each Board Meeting, a Treasurers Report, including but not limited to:

A detailed accounting of Income and Expenses.

A reporting of current cash balances.

All accounts shall be audited at least once per year and this written report shall be submitted to all Board Members. Audit tellers shall be appointed by the Board.

ARTICLE X

Committees

Section 1. The Board shall create standing committees and/or special committees as are deemed necessary for successful operation of THE COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC..

Section 2. The Board shall define the duties of all standing and special committees.

Section 3. The members of all standing and special committees shall be appointed by the Director with the approval of the majority of the Board. Standing committee members shall serve as appointed. Special committee members will serve until the completion of their specific task.

Section 4. Chairpersons of all committees shall be members of the Board or their designees.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

ARTICLE XII

Annual Meeting

The Annual Meeting will be conducted no later than 90 days after the close of the preceding fiscal year. The Annual Meeting will be announced to all organization members, in writing, no later than 30 days preceding the date of the Annual Meeting. The Annual Meeting may be held during the February board meeting.

ARTICLE XIII

Bylaw Changes

Amendments to or changes in these Bylaws may be adopted at any meeting of the Board, provided that the proposed amendment or change has been presented at least two (w) weeks prior to the meeting at which voting is to take place, and is passed by 2/3 majority vote of those present and voting.

ARTICLE XIV

Dissolution

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Conflict of Interest

No Board Member while in office may receive compensation for services rendered to the Board, or direct commissions of any kind from the Corporation. No part of any monies of the COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC. may be used for the benefit of any Board Member.

Article XVI

Offices

Section 1, The principal office of the COMMUNITY FOOD BANK, ALSO KNOWN AS THE METROPLEX FOOD BANK INC. AND LOAVES AND FISHES FOOD BANK INC. shall be:

**3000 Galvez Avenue
Fort Worth, Texas 76111
817 924-3333 Phone
817 632-9414 Fax**

Approved by the Board of Directors 06/11/1990
Approved by the Board of Directors 11/04/1991
Approved by the Board of Directors 08/02/2005
Approved by the Board of Directors 08/31/2010