

**BYLAWS OF  
SECOND HARVEST FOOD BANK  
of San Joaquin & Stanislaus Counties**

**Article I**

**Name**

**Section 1.** The name of this corporation is and shall be: Second Harvest Food Bank of San Joaquin & Stanislaus Counties (hereafter referred to as the corporation).

**Section 2.** Any change or use of the name and/or logo must be approved by the Board of Directors.

**Article II**

**Office Location**

**Section 1. Principal Office:** The principal office for the transaction of the business of the corporation ("principal office") is located at 704 E. Industrial Park Drive, Manteca, CA 95337, San Joaquin County, California.

The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

**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 III**

**Seal**

**Section 1.** The corporation may have a common seal consisting of the name as approved by the board of directors and the incorporation date of 1995.

**Article IV**

**Purpose / Mission / Partisan Activities**

**Section 1. Purpose:** This Corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes as specified in the Articles of Incorporation. In the context of this general purpose, the corporation shall hold and manage property and funds for charitable purposes, including the assistance and support of charitable institutions, associations, and undertakings. The corporation collects in-kind donations of products and services as well as funds thereafter distributing to the needy through a network of eligible charities. An additional purpose shall be to directly provide emergency and supplemental food to organizations and agencies that assist families and individuals in need.

This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

**Section 2. Mission Statement:** Hunger Hurts! It denies dignity, lessens human energy, erodes community stability and impairs the potential of people and societies to succeed. Second Harvest Food Bank provides an efficient, cost effective centralized system for collecting and distributing food that reduces waste and alleviates hunger in San Joaquin and Stanislaus Counties. Through our community partners, we provide hope and deliver life-sustaining meals to those in need to silence the pain that hunger brings.

**Section 3. Restriction on Partisan Activities:** This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described in its Articles of Incorporation, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## Article V

### **Construction and Definitions**

**Section 1.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both the legal entity and natural person.

## Article VI

### **Dedication of Assets, Fiscal/Operating Year & Budget**

**Section 1. Dedication of Assets:** The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the objectives and purposes of this corporation as set forth in its Articles of Incorporation and these Bylaws.

No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or to any director or officer of this corporation except in fulfillment of said objectives and purposes. On liquidation or dissolution, all properties, assets and obligations shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c) (3) or the corresponding provision of any future United States internal revenue law, pursuant to the nonprofit provisions of the California Corporations Code then in effect.

**Section 2. Fiscal / Operating Year:** The fiscal/operating year of the corporation shall commence July first and end June Thirtieth.

**Section 3. Budget:** Prior to July 1<sup>st</sup> of each year the Board of Directors shall adopt a budget for the following fiscal year as recommended by the Finance Committee and/or the Executive Committee. The budget can be delayed for 30 days by recommendation from one of the above mentioned committees or the Board of Directors.

## Article VII

### **Corporation Without Members**

**Section 1. Members:** Unless the Board of Directors determines otherwise, this corporation shall have no members within the meaning of the California Nonprofit Corporation Law.

## Article VIII

### **Board of Directors (Governing Body)**

**Section 1. Board of Directors:** This Corporation shall have a minimum of ten (10) and a maximum of twenty (20) directors over the age of 18 (collectively the “Board of Directors”). Each member of the board shall be a citizen of the United States. Representation shall consist of members that are employed or reside in San Joaquin and Stanislaus Counties. Both counties must have representation.

- (a) **Election of Directors:** The election of directors shall be held at the regular scheduled board meeting in May or June of each year. Each elected director shall take office on the first day of July following the election. Upon satisfactory completion of the first one (1) year term of office the director may be elected to a three (3) year term. Upon satisfactory completion of the three (3) year term the director may be elected to a five (5) year term. The director, at the end of the five (5) years term can request to be elected to additional five (5) year terms. Directors being elected or reelected will be presented to the Board of Directors by the Board Development Committee at least 30 days prior to the election. Members of the Board can be installed at any time of year by majority vote of the board where a quorum is present, however, the new director must complete one full year term prior to being elected to a three (3) year term.

**Section 2. Powers:** Subject to limitations of the Articles of Incorporation and these Bylaws, 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the power to:

- (a) Appoint and remove all officers, agents and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws; fix their compensation; and require from them security for faithful service.
- (b) Conduct, manage and control the affairs of the corporation, and make such rules and regulations for the corporation not inconsistent with law, or with the Articles of Incorporation or these Bylaws, as they may deem best.
- (c) Change the principal office or the business office in the State of California from one location to another; fix and locate from time to time one or more subsidiary offices of the corporation within or outside the State of California; and cause the corporation to be qualified to do business in another state, territory, dependency or country.
- (d) Adopt and use a corporate seal, and alter the form of such seal from time to time.
- (e) Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and security. All listed items require the signature of the Board President.
- (f) Sign checks and other bank transactions by two of the following: President, Vice President, Chief Financial Officer, Secretary, CEO or any other board designee as directed by the board of directors.

**Section 3. Restriction on Interested Persons as Directors / Conflict of Interest:**

- (a) No more than ten percent (10%) of the persons serving on the Board of Directors may be "interested persons." An interested person is: any board member or immediate family member of a board member compensated by the corporation for services rendered to it within the previous twelve (12) months, as an independent contractor.
- (b) Any Board Member shall excuse themselves from any discussion when they have a vested interest in the subject before the board. If a board member or his/her company or immediate family member has bid on any services, a majority vote of the board is needed for approval of the proposal. The Board member submitting the proposal may not be involved in the voting process. Employees shall not be members of the board of directors. Failure of a board member to disclose such conflict of interest shall be grounds for removal from office by majority vote of the Board of Directors.

**Section 4. Events Causing Vacancies on the Board:** A vacancy or vacancies on the Board of Directors, including officers shall occur in the event of, but not limited to (a) the death or resignation of any director; or (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a crime, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article III. (c) a board members unwillingness or inability to attend at least 75% of the board meetings scheduled in a fiscal year. (d) by 2/3 vote of the board membership, suspend or expel any director for cause after an appropriate hearing. A leave of absence may be granted for up to six (6) months, on a case by case basis by majority vote of the board.

**Section 5. Resignation of Directors:** Except as provided below, a director may resign by giving written notice to the Board President or the secretary of the corporation. Resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

**Section 6. Filling Vacancies on Board of Directors:** Any vacancies on the Board of Directors shall be filled by designation of the remaining members of the Board of Directors.

**Section 7. Place/Notice of Regular Board Meetings:** Meetings of the Board of Directors shall be held at any place at a date and time that has been designated by resolution of the Board of Directors or in the notice of the meeting, or if not so designated, at the principal office of the corporation. Notice and meeting agendas shall be sent by either, United States Mail (7 business days, time permitting) or fax, electronic means, personal delivery or otherwise given in accordance with these bylaws no less than 3 business days before the date of meeting. If a member is unable to attend a regularly scheduled meeting, it shall be his or her responsibility to notify the Corporation Office, President or Vice-President of the board prior to the scheduled meeting in order for the absence to be recorded as an excused absence.

#### **Section 8. Special Meetings**

- (a) **Authority to call a special meeting:** A Special meeting of the Corporation may be called at any time by any of the following: President of the Board, Any member of the Executive Committee or by any 2 board members of the Board of Directors in good standing. A special meeting may be called with no less than a 48 hour notice.
- (b) **Notice of special meetings.** Notice of the date, time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) when time permits, first class mail, postage pre-paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice

promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the directors' addresses or telephones as shown on the corporation's records. A record of notification must be kept with the minutes of the special meeting.

Notice sent by first class mail shall be deposited in the United States Mail at least seven days before (time permitting) the place, date and time set for the meeting. Notice given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent (time permitting), respectively, at least 48 hours before the time set for the meeting. The notice shall state the date, time and place of the meeting. The general nature of the business to be transacted will be included in the special meeting notice, no other business may be transacted.

**Section 9. Emergency Meetings:** An emergency meeting of the Corporation may be called by the Board President or any member of the Executive Committee with a minimum of one hour notice. Notice is to be by personal delivery, telephone (speaking directly to the board member), or with time permitting electronic means. A record of notification should be kept with the minutes of the emergency meeting. Due to the sensitivity of the meeting, the agenda items for this meeting may not be made public prior to the start of meeting.

**Section 10. Quorum:**

Fifty percent (50%) of the elected members of the Board of Directors shall constitute a quorum for the transaction of any business at a regularly scheduled, specially called or emergency meeting. Every action taken or decision made by the directors present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors. The transaction of any meeting of the Board in which less than a quorum is in attendance is valid provided that the minutes of the meeting of the transaction of the Directors are approved at a subsequent meeting at which a quorum is present. The Board President or designee may cancel any scheduled meeting due to lack of quorum.

**Section 11. Adjournment:** The majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**Section 12. Notice of Adjourned Meeting:** Notice of the date, time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another date, time and place shall be given 24 hours before the time of the adjourned meeting is to begin. Notice shall also include the directors who are not present at the time of the adjournment.

**Section 13. Action Without a Meeting:** Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board of Directors members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code, shall not be required for approval of that transaction.

Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Also, if a specific agenda item requires further information prior to a vote, the board can, by majority vote, allow a vote after the meeting is adjourned in written form once the appropriate information is obtained. All board members must receive identical information prior to voting. A record of the vote must be recorded with the adjourned meeting minutes and the information provided prior to the vote.

**Section 12. Compensation of Directors:**

Officers and directors shall serve without compensation but shall be entitled to reimbursement for actual out-of-pocket expenses reasonably incurred in the performance of their duties as directors.

**Section 13. Confidentiality:** Due to the nature of the work of the organization, it is mandatory and required that all information and work completed by the organization regarding but not limited to personnel issues, property acquisitions and awarding of contracts be kept confidential as allowed by law.

**Section 14. Board of Directors Self Evaluation:** The Board President shall provide an evaluation format to all Directors for completion on an annual basis. The Board Development Committee shall review the results. The Board Development Committee will provide any recommendations to the full Board of Directors to assist in the development of the Board and its members. Information obtained or disclosed during the evaluation process shall be confidential and will not be used or disclosed except as defined per the policy.

**Section 15. Annual Meeting:** The Board of Directors shall hold an annual meeting for the purpose of election of directors and officers and the transaction of other business at the regularly scheduled board meeting in May or June of each year, unless the Board of Directors fixes another date or time and so notifies the directors 14 days in advance of the meeting.

## Article IX

### **Committees**

**Section 1. Committees of Directors:** The Board of Directors, by resolution, adopted by a majority of the directors then in office, may create one or more committees, each consisting of one or more directors and community members, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be made by the Board President. The Board of Directors or the Board President may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board of Directors resolution, except that no committee may: (a) fill vacancies on the Board of Directors or on any committee of the Board of Directors;

(b) fix the compensation of directors for serving on the Board of Directors or on any committee; (c) amend or repeal bylaws or adopt new bylaws; (d) amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeal able; (e) create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or (f) approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

**Section 2. Executive Committee:** The Executive Committee shall consist of the President, Vice President, Secretary, Chief Financial Officer and Immediate Past President, (non-voting member) elected by majority vote of the Board of Directors of the Corporation. To be eligible for a position on the Executive Board, a director must complete at least one year on the Board of Directors. These officers shall serve a term of one year. The Executive Committee meetings may be called at any time by the Board President or any two members of the Executive Committee.

In addition to the above-mentioned executive officers, the Executive Committee may appoint such other officers as the business of the Corporation may require. No officer may hold more than one executive position with the exception of the Immediate Past President who, by a vote of the Board may hold an additional Executive Committee position. Executive Committee members will also serve as members of the Board of Directors.

**Section 3. Meetings and Action of Committees:** Meetings, and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board of Directors actions, except that the time for general meetings of the committees and the calling of special meetings of the committees may be set either by Board of Directors resolution or, if none, by resolution of the committee. Minutes of each board meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee, as long as the rules are consistent with these Bylaws. If the Board of Directors has not adopted rules, the committee may do so. The authorized committee members in attendance shall constitute a quorum for the transaction of business.

## **Article X**

### **Officers**

**Section 1. Officers:** The officers of this corporation shall be a Board President, Vice-President, Chief Financial Officer, and a Secretary. The corporation may also have, at the discretion of the Board of Directors, one or more assistants or advisor for each office. Such other officers may be appointed in accordance with the provisions of Section 3 of this Article. No officer may hold more than one executive position. Executive Committee members will also serve as members of the Board of Directors.

**Section 2. Designation/Election of Officers:** The officers of this corporation shall be appointed by majority vote of the Board of Directors at the regularly scheduled board meeting in May or June of each year. Each elected officer shall take office on the first day of July following the election with the term ending the last day of June. Nominations and a slate of officers shall be presented by the Board Development Committee to the Board of Directors at least 30 days in advance of the election.

- (a) **Election Procedures:** During the 30 day period prior to the election, any board member may nominate a board member not listed on the presented slate as a candidate for office. Nomination must be made 48 hours prior to the election. No board member may nominate themselves for any office. If more than one person is on the slate for any specific office a silent written ballot shall be conducted. Those unable to attend the meeting may vote electronically or by proxy.

**Section 3. Appointment of Other Officers:** The Board of Directors may appoint and/or authorize the Board Chair to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board of Directors.

**Section 4. Removal of Officers:** See Article VIII, Section 4.

**Section 5. Resignation of Officers:** Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date notice was received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

**Section 6. Vacancies in Office:** 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 normal appointments to that office, provided, however, the vacancies need not be filled on an annual basis.

**Section 7. Board President:** Subject to the control of the Board of Directors, the Board President shall be the principal elective officer of the corporation. The Board President shall preside at all meetings, shall appoint chairpersons and members of all committees, subject to majority approval of the Board of Directors. The Board President shall supervise and direct, the corporation's activities, affairs, officers and ensure the bylaws, rules and regulations as adopted by the Board of Directors are properly enforced. The Board President shall serve as ex-officio member of all committees. The Board President shall have such other powers and duties as the Board of Directors or the Bylaws may require.

**Section 8. Chief Executive Officer (CEO):** The Corporation shall employ a compensated CEO. Compensation shall be fixed from time to time by the Board of Directors based on an annual performance review.

Subject to the control of the Board of Directors, the CEO shall be responsible for the daily operations and management of the corporation and shall work closely with the Board President in the supervision, direction and control of the corporation's activities. The CEO shall have such other powers and duties as the Board of Directors or Bylaws may require. The CEO does not have voting status.

**Section 9. Immediate Past Board President:** The immediate Past Board President shall be an ex-officio (non-voting) member of the Executive Committee. He/she would also perform such duties as may be prescribed from time to time by the Board of Directors.

**Section 10. Vice President:** The Board Vice-President shall be vested with all the powers and shall perform all the duties of the Board President of the Corporation, in case of absence or disability. The Vice-President shall also have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

**Section 11. Secretary:** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors, and of committees of the Board of Directors. The minutes of meetings shall include the date, time and place that the meeting was held; whether the meeting was annual, general, emergency or special, and, if emergency or special, how authorized, the notice given, and the names of those present at the Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board of Directors that these Bylaws require to be given. The Secretary shall keep or cause to be kept the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may require.

**Section 12. Chief Financial Officer:** The Chief Financial Officer shall have such powers and perform such duties as may be prescribed by law, by the Board of Directors, or by these Bylaws. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be opened to inspection by any director at all reasonable times.

The Chief Financial Officer shall: (1) 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 the Board of Directors may designate; (2) disperse the corporation's funds as the Board of Directors may order; (3) shall render an accurate financial statement as to the financial condition of the organization to the Board of Directors at each regular meeting or by request, and assist the Executive Committee or appropriate committee with the annual budget process; and (4) have such other powers and perform such other duties as the Board of Directors or the Bylaws may require.

## Article XI

### **Liability and Indemnification**

**Section 1. Liability:** To the fullest extent allowed by law, there shall be no monetary liability and no cause for action for damages shall arise against any non-paid officer or committee member of this Corporation.

**Section 2. Indemnification:** To the fullest extent of the law this Corporation shall indemnify its officers, members and employees and other persons described in Corporation Code Section 5238 (a), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceedings". as that term is used in that section.

**Section 3. Insurance:** This Corporation will purchase and maintain the following insurance: General liability insurance in the amount of not less than one million dollars.

Directors & Officers insurance in the amount of not less than one million dollars, on behalf of its officers, directors, employees or other agent, to cover any liability asserted against or incurred by any officer, director employee or agent in any related activity of the Corporation. The Board will perform an annual insurance audit prior to renewal to insure adequate liability coverage levels are maintained.

## Article XII

### **CONTRACTS AND LOANS TO OFFICERS AND DIRECTORS**

**Section 1. Contracts with Directors and Officers:** No director of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested directly or indirectly, in any contract or transaction unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board of Directors' consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

(a) All contracts, for any purpose requires Board approval prior to signing, this does not include grant applications for program funding. The Board Chair or designee shall sign all contracts including grants.

**Section 2. Loans to Directors and Officers:** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

### ARTICLE XIII

#### **RECORDS, REPORTS AND INSPECTION**

**Section 1. Directors Right to Inspect:** Every director shall have the absolute right, at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 2. Annual Report/Audit/Form 990 and other required documents:** The Board of Directors shall cause an annual report/audit/form 990 and other required documents as required by law to be sent to the directors within 120 days after the end of the corporation's fiscal year. These documents shall contain the following information, in appropriate detail: (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds; (c) the corporation's revenue or receipts, both restricted and unrestricted to particular purposes; (d) the corporation's expenses or disbursements for both general and restricted purposes; (e) agencies served, program activities, products delivered and value of such product; and (f) an independent accountant's report. This requirement shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in all documents must be furnished annually to all directors.

### Article XIV

#### **Dissolution**

**Section 1 -** A voluntary or involuntary dissolution of the Corporation shall only be initiated by a vote of a majority of the Directors in office.

**Section 2 -** Upon dissolution of the Corporation, the Board shall provide for the payment of all known debts and liabilities of the corporation as prescribed by law.

ARTICLE XV

AMENDMENTS

**Section 1. Amendments:** These Bylaws supersede and replace any bylaws previously adopted for this corporation and they may be amended or repealed by a majority vote of the Board of Directors at a regular or specially scheduled meeting. These Bylaws are a working document and can be reviewed by an appointed board committee at the request of any board member in good standing. A written notice containing the proposed changes shall be provided to each Director at least ten (10) days prior to the meeting.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of the Second Harvest Food Bank and the above Bylaws are the Bylaws of this Corporation as adopted/amended at a meeting of the Board of Directors with a quorum present held on August 10, 2010.

  
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Melissa Mullin, Secretary