

**CODE OF BYLAWS OF
KELLY MEMORIAL FOOD PANTRY**

ARTICLE I - Purpose of Corporation

Section 1. General Purpose

The Corporation is organized for the purposes of:

1. To procure and distribute food stores and provisions to the needy of the El Paso, Texas community;
2. To otherwise assist or develop programs that benefit the needy and low-income persons of the El Paso, Texas community;
3. To support any benevolent, charitable, educational or missionary undertaking; and
4. At all times and within such purposes, to operate exclusively for charitable, social and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”).

Section 2. Exclusive Use

No part of the earnings of the Corporation or any of the assets of the Corporation shall inure to the benefit of or be distributed to any director or officer or private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes.

Section 3. Prohibited Acts

The Corporation may not take any action prohibited by the Texas Business Organizations Code. The Corporation may not engage in any activity, that does not further its purpose as set forth in the Certificate of Formation and the Bylaws. The Corporation may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and related regulations, rulings, and procedures.

Section 4. Dissolution

Upon termination and dissolution of this Corporation, there shall be no distribution of the property of this Corporation until all debts are fully paid. Upon such dissolution, the Corporation's assets will be distributed to Trinity First United Methodist Church of El Paso, Texas, if it is then in existence and is qualified to receive the same. If it does not then exist or if it is disqualified to receive these assets, the Board of Directors shall distribute such assets exclusively in furtherance of the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, social or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. No Director, Officer or other private individual shall receive any distribution of the assets of this Corporation upon its dissolution.

ARTICLE II - Location of Offices

Section 1. Principal Office

The principal office and place of business of this Corporation shall be maintained in the City and County of El Paso, Texas.

Section 2. Auxiliary Offices

Other offices for the transaction of the business of the Corporation shall be located at such other places either within or outside the State of Texas as may be determined by the Board of Directors from time to time.

ARTICLE III – Membership

This Corporation shall have no members.

ARTICLE IV - Board of Directors

Section 1. Number

The Board of Directors shall be at least seven (7) in number and may not exceed twenty one (21) in number as established from time to time by these Bylaws.

Section 2. Election

The Directors of the Board of Directors of the Corporation shall be nominated by the Nominating Committee and elected by a two-thirds majority vote of the Board of Directors. Each elected Director shall serve a (3) year term of office and shall hold office until a successor is duly elected. Directors may be elected for no more than two (2) consecutive three (3) year terms of office.

Terms of office will be staggered into three (3) balanced Classes of Directors. The Board of Directors may from time-to-time, and by a two-thirds majority vote, rebalance Classes and Terms of office to assure an orderly rotation of Directors.

Section 3. Vacancies, Resignations and Removal

If the office of any Director becomes vacant for any reason including expiration of term, resignation, death or disability or removal, the Nominating Committee will nominate a replacement Director to be elected by the Board of Directors at any regular or called meeting. The successor Director elected shall hold office for the unexpired term of the vacancy. Any Director of the Board of Directors may be removed by the Board of Directors by a two-thirds majority vote whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Meetings

The Board of Directors shall meet at least once each year. The annual meeting shall be held during the month of November or at any such time as designated by a majority vote of the Board of Directors. At such meeting, the Board of Directors shall elect the Officers of the Corporation and the Directors of the Board for the ensuing year, and will conduct other business as deemed necessary.

Board meetings may be held as often as deemed necessary by the President or Vice President in the absence or inability of the President. Regular meetings of the Board may be held upon at least two (2) day's notice, unless waived, before the date of the meeting and at such time and at such place and in such manner as shall from time to time be determined by the Board President or Board Vice President in the absence or inability of the President.

At all meetings of the Board, the presence of a majority of the number of Directors shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present at a meeting at which a quorum is present is to be the act of the Board, unless the act of a greater number is required by the Certificate of Formation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Subject to Corporation's Certificate of Formation and these Bylaws, the Board or its committees may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Corporation must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications system authorized by these Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications system.

Action may be taken without a meeting by use of signed written consents by the number of Directors whose vote would be necessary to take action at a meeting at which all such persons would be entitled to vote if they had been present and had voted. Each signed written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the Directors is not effective to take the intended action unless consents, signed by the required number of Directors, are delivered to the Corporation within 30 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, by certified or registered mail, return receipt requested, by email or by facsimile. The

delivery may be made to the Corporation's registered agent, registrar, exchange agent, or to an Officer or to an agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the President. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written consent procedures have been properly followed. A signed email or facsimile or similar reproduction of a signed writing is to be regarded as being signed by the Director.

Section 5. Powers

The Board of Directors shall have control and management of the affairs of this Corporation and all its entire functions. The Board may from time to time, adopt such rules and regulations respecting the management of the affairs of the Corporation as may be best suited in the judgment of the Board of Directors for accomplishing the purpose of the Corporation. The Board of Directors shall further have the authority to appoint and confirm special committees of the Board of Directors to exercise within the area of their appointment all the powers of the Board of Directors.

Section 6. Conflict of Interest

No Director shall vote on any matter in which, to his or her knowledge, the Director, the Director's immediate family or partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect financial interest as defined by the policies of the Board of Directors. A Director shall disclose fully the nature of any potential conflict of interest. Failure to do so shall cause removal from the Board.

ARTICLE V – Officers

Section 1. Officers

Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer.

Any two or more offices may be held by the same person, except the offices of President and Secretary. These Officers shall be elected by a majority vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors.

Section 2. Term of Office

Each Officer shall hold office during the ensuing calendar year or until a successor shall have been duly elected.

Section 3. Removal

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI - Duties of Officers

Section 1. President

The President will be the Chief Executive Officer of the Corporation and will have general supervision of the affairs of the Corporation and the general and active control of all of its business. The President will preside at all meetings of the Board of Directors. The President shall be responsible for the carrying into effect of all orders and resolutions of the Board of Directors, unless any such order or resolution otherwise directs. The President will have authority to sign and execute all authorized contracts, conveyances, leases, checks, or other obligations in the name of the Corporation, to remove or suspend any employee or agent and to suspend for cause, pending final action by the Board of Directors, any officer of the Corporation. The President shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require. The President shall perform such other duties as may be from time to time delegated to the President by the Board of Directors.

Section 2. Vice President

The Vice President shall perform the duties of the President in the absence or inability of the President.

Section 3. Secretary

The Secretary shall keep the records of the Corporation. The Secretary shall perform such other duties as may be required of the Secretary for the proper conduct of his/her office.

Section 4. Treasurer

The Treasurer shall supervise the receipt and care of all funds of the Corporation and shall approve the disbursement of the same upon checks and vouchers. The Treasurer shall keep an accurate account of the funds and may be required by the Board of Directors to give a bond in such amount as the Board of Directors may determine. The Treasurer shall report regarding the funds in the Treasurer's possession whenever required to do so by the Board of Directors or the President.

ARTICLE VII – Committees

Section 1. Committees

The Board of Directors, by resolution adopted by it at regularly scheduled meetings, may designate one (1) or more committees, each of which have and may exercise all of the authority delegated to it by the Board in such resolution. Each committee so designated, unless otherwise defined by these Bylaws, shall consist of three (3) or more persons, a majority of whom are Directors of the Corporation. The Nominating Committee and the Executive Committee shall be composed of Board of Directors only. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members present at a meeting which a quorum is present shall be the act of the committee. The designation of such committees and the delegation of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it by law.

Section 2. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Nominating Committee

The Nominating Committee shall consist of the President and a minimum of two Directors appointed by the President.

Section 4. Executive Committee

- A. Purpose – The purpose of the Executive Committee is to exercise powers of the Board of Directors as to matters that arise and must be dealt with between regularly scheduled Board meetings, when it is not feasible to convene the Board, to conduct the annual performance review of the Executive Director, supervise the annual assessment of the Board and its committees, and other authorities and responsibilities as assigned by the Board of Directors. The Executive Committee will also serve as an advisor to the Executive Director, providing consultation, support and guidance on an informal basis as requested from time to time.
- B. Membership – The Executive Committee will consist of the Board officers and other Directors that the President may appoint, subject to the advice and consent of the Board. A majority of the Executive Committee shall be a quorum of the Executive Committee and the actions of a majority of the quorum shall be the act of the Executive Committee. The President will chair the Executive Committee.
- C. Responsibilities – The Executive Committee is empowered to act for the full Board except that the Executive Committee shall not have the power or authority as to the following matters:
1. Adopting, amending or repealing any provisions of the articles of incorporation or By-Laws;
 2. Electing, appointing or removing any Director;
 3. Changing the membership of, or filling vacancies in, any Board Committee; or making final determinations of policy; or hiring or firing the Executive Director;
 4. Adopt the budget;
 5. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets

The Executive Committee shall keep written minutes of every meeting. Executive Committee minutes shall be included in the President's report at the next meeting of the Board of Directors, and any action taken by the Executive Committee involving exercise of the powers of the Board shall be reported to the Board for ratification at the next meeting of the Board following such action.

ARTICLE VIII - Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts

All checks, drafts or orders for the payment of money, notes, or other evidences issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX - Amendments to Bylaws

Section 1. Authority to Amend

These Bylaws may be amended from time to time as required except Article I which may not be amended.

Section 2. Notice for Amending Bylaws

In any case in which it is desired to amend these Bylaws of this Corporation, notice of the time, place and purposes of any such meeting shall be given to all Directors as set forth in Article IV, together with a copy of the proposed amendment to the Bylaws.

Section 3. Vote Required

The proposed amendment shall be put to a vote of the Board of Directors present at said meeting and if said amendment shall receive the affirmative votes of at least two-thirds of the Directors present (provided such Directors shall constitute a quorum), the amendment shall be declared adopted and the proper officers shall prepare Articles of Amendment embodying said amendment and file the same in the manner required by law.

ARTICLE X - Indemnification of Directors and Officers

Section 1. Indemnification

To the extent permitted by law, each Director and Officer or former Director and Officer of the Corporation may be indemnified, defended and held harmless by the Corporation against liabilities imposed upon her and against her (including attorney's fees), for any action, of her service as a Director or Officer, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding; provided, however, that no Director or Officer shall be indemnified with respect to matters which shall be settled by the payment of the sums which counsel for the Corporation may deem unreasonable payment or with respect to matters for which such indemnification would be against public policy or in contravention of Texas Business Organizations Code.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

Adopted by Kelly Memorial Food Pantry Board of Directors at the April 8, 2021 meeting.

Adopted by Kelly Memorial Food Pantry Board of Directors at the June 13, 2019 meeting.

Adopted by Kelly Memorial Food Pantry Board of Directors at Annual Meeting, November 12, 2015

Amended by the Church Council of Trinity-First United Methodist Church of El Paso, Texas, June 2015