



**FOOD BANK
of ALASKA**

BY-LAWS

Article One

NAME AND PURPOSE

Section 1. Name

The name of this corporation is Food Bank of Alaska. It may also conduct business as Food Bank.

Section 2. Purpose

The Food Bank's purpose is to procure and make available food and other commodities to qualified Alaskan organizations that feed the ill, children and the needy. "Qualified" organizations are 501(c)(3) corporations, and any other organizations to whom the Food Bank can provide food and other commodities without adversely affecting the ability of the Food Bank's donors to take tax deductions for their contributions to the Food Bank.

Article Two

MEMBERSHIP

Section 1. Members Defined. Members of the Corporation shall be as follows:

- a. Every person, firm, association or corporation who makes a contribution to or for the benefit of this corporation shall automatically become a non-voting member until the date of the next annual meeting.
- b. In addition, each member of the Board upon election shall automatically become a voting member of the corporation and remain a voting member of the corporation during his/her term of office.

Section 2. Annual Meeting

The annual meeting shall be held in June at a time and place selected by the Board. Written notice of the meeting shall be delivered to voting members at least ten days in advance in accordance with Alaska Statutes.

Section 3. Special meetings may be called by the President or any three Directors with five days notice.

Section 4. Voting and Other Rights Each Board member shall have one vote. To vote, members must be in attendance at a meeting, by telephone or in person. The Board President may also authorize a Board vote by email between meetings; email votes must reach a unanimous decision by all board members in order to be effective. No member shall have any right, title or interest, legal or otherwise, in or to the corporate property or to any gifts or contributions to this corporation.

Article Three
BOARD OF DIRECTORS

Section 1. General Powers

The management of the Food Bank and of its assets, business, and affairs, as well as the establishment of Food Bank policies shall be vested in the Board of Directors.

Section 2. Number

No fewer than nine directors shall govern Food Bank of Alaska.

Section 3. Term of Office

A director's term is three years. A director will serve a full term or until a successor is elected or until earlier resignation or removal or disqualification. Terms shall be staggered so that, as nearly as possible, one-third of the directors are elected each year. There is no limit to the number of terms a director may serve.

Section 4. Election

Directors shall be elected at the June meeting. No later than thirty (30) days prior to the June meeting, the Board Governance Committee shall nominate for election as members of the Board at least the number of persons necessary to fill the projected vacancies on the Board. This number shall be certified to the Committee by the president. Additional nominations to the Board may be made by any Board member.

This Committee shall also develop a slate of officers to be elected by the Board at the annual meeting.

Section 5. Meetings

Regular meetings of the Board of Directors shall be held at least quarterly, with ten days notice to each director. Special meetings may be called by the President or any three directors with five days notice. Notice may be given by mail, email, fax, telephone, or direct contact. Meetings of the board are open to the public.

Section 6. Quorum A quorum is six members. A quorum must be established to conduct business.

Section 7. Vacancy

A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of those directors present at any regular or special meeting of the Board and shall serve a term that runs only until the next annual meeting.

Section 8. Removal and Resignation. Any director may be removed either with or without cause, by a majority of the Directors present at any regular or special meeting of the Board. Board members may submit their resignation at any time in writing (mail, email, or fax) to the Board President.

Article Four
OFFICERS and EXECUTIVE DIRECTOR

Section 1. Officer Title, Responsibilities and Authority

President

- In conjunction with peers and Executive Director, develops and implements annual strategic agenda through annual Board meeting, board planning retreat, formal business plan review, annual budgeting process and other planning and review mechanisms.
- Works proactively with Executive Director to build and strengthen FBA's network, and identify collaborative and emerging sustainability opportunities.
- Sets group and individual expectations for annual financial support goals and models leadership behavior in this regard.
- Conducts board meetings. Responsibilities include setting agenda, chairing meetings, forming ad-hoc committees as needed, and delegating tasks to committees. Calls and chairs Executive Committee meetings when needed.
- Provides regular supervision and support to Executive Director. Co-delivers the annual ED performance review (with President – elect). Coordinates with Executive Director on critical operational issues.
- Works with individual Board members to encourage full participation.
- Serves as active member of the Governance Committee.
- Is actively involved in financial oversight activities, including close contact with Treasurer and Audit and Finance Committee.

- Takes critical role in Board Member recruitment process by leading a meeting with the candidate and Executive Director, assessing candidate's interest and qualifications, and communicating Board Member responsibilities to candidates.
- Co-creates annual President's Council update with Past President.
- Takes responsibility for FBA's finances as an authorized check signer.
- Provides leadership on Board of Directors by modeling excellent Board member behavior.

President-elect

- Functions as President in the President's absence.
- Co-chairs Governance Committee. Responsibilities include setting agenda, chairing meetings, seeking out and vetting proposed new Board members.
- Develops Board leadership plan for upcoming year as Board President.
- Takes responsibility for FBA's finances as an authorized check signer.
- Provides leadership on Board of Directors by modeling excellent Board member behavior.
- Chairs Development Committee.

Secretary

- Records minutes of Board and annual meetings. Submits minutes in a timely fashion for comments and distribution to Board.
- Serves as a member of Governance Committee.
- Takes responsibility for FBA's finances as an authorized check signer.
- Provides leadership on Board of Directors by modeling excellent Board member behavior.

Treasurer

- Chairs the Audit and Finance Committee. Responsibilities include setting agenda and chairing meetings.
- Interfaces with Board and staff on financial matters.
- Takes responsibility for FBA's finances as an authorized check signer.
- Provides leadership on Board of Directors by modeling excellent Board member behavior.

Past President

- Serves as a resource to the President, as requested.
- Co-chairs Governance Committee. Responsibilities include setting agenda, chairing meetings, seeking out and vetting proposed new Board members.
- Takes responsibility for FBA's finances as an authorized check signer.
- Provides leadership on Board of Directors by modeling excellent Board member behavior.
- Co-creates annual President's Council update with President; signs letters of invitation.

Section 2. Officer Election

At the June meeting the officers shall be elected from and by the Board of Directors, following the election of directors.

Section 3. Officer Term of Office

The officers of the Corporation will be elected at the Annual Meeting and shall hold office for a term of one (1) year or until a successor is elected or until earlier resignation or removal or disqualification.

Section 4. Officer Vacancy

The Board of Directors may elect an officer to fill a vacancy at a regular or special meeting, provided that notice of the election is given with notice of the meeting.

Section 5. Officer Removal

Any officer may be removed, either with or without cause, by a majority of the Directors present at any regular or special meeting of the Board.

Section 6. Contractual Agreements

Contractual agreements that commit Food Bank of Alaska to expenditures in excess of \$75,000 must be approved by the Board of Directors. Contractual agreements from \$25,001 to \$74,999 require that notification be given to the Finance Committee.

Section 7. Executive Director

The Board of Directors shall hire an Executive Director.

Section 8. Executive Director Responsibilities

The Executive Director shall be responsible for the overall supervision and management of the day-to-day operations of the Food Bank.

Section 9. Executive Director Removal

The Executive Director may be removed by a majority vote of the Board of Directors.

Article Five
COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of all officers of the Board.

Section 2. Executive Committee Meetings

The Executive Committee shall meet only at the request of the Board President. Meetings of the Executive Committee may be held following at least one day's

notice to be given in person, by email, fax or telephone. Actions taken must be reported at the next Board meeting.

Section 3. Executive Committee Quorum

Quorum shall be the majority of the membership. An affirmative vote of the majority of the members present shall be required for approval of business items.

Section 4. Executive Committee Authority and Responsibility

The Executive Committee may act on behalf of the Board of Directors for issues needing immediate action or requiring special sensitivity.

Section 5. Standing Committees and Committee Responsibilities

The Board of Directors will maintain the Executive Committee and three standing committees:

- Audit and Finance Committee, which shall be responsible for overseeing Food Bank of Alaska's financial condition
- Board Governance Committee, which shall be responsible for the effective functioning of the Board of Directors and shall consist of all officers of the Board
- Development Committee, which shall be responsible for guiding FBA's resource development program

Section 6. Standing Committees Authority

These committees have the authority to:
Establish programs, procedures and goals as necessary.
Establish subcommittees as necessary.
Accomplish actions authorized by Board.

Section 7. Standing Committee Reporting

Standing committees will report their recommendations to the Board of Directors.

Section 8. Ad-Hoc Committees

The Board shall form Ad-Hoc Committees by a majority vote. Each Ad-Hoc Committee shall be given a specific charge, authority and timeframe by the Board.

Article Six
DISSOLUTION PLAN

In the event of the dissolution or liquidation of the Corporation, whether voluntary or involuntary, no person shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed

exclusively to an organization or organizations, organized and operated exclusively for charitable, education, 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 and its regulations as they now exist or as they hereafter may be amended. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5). Distribution consistent with this Article shall be made pursuant to a plan formulated and approved pursuant to the Alaska Statutes.

Article Seven
BOARD OF ADVISORS

Section 1. Purpose

The purpose of the Board of Advisors or the President's Council is to provide assistance to the Food Bank in each member's area of expertise for specific, well-defined projects; to provide a way to honor special individuals; to provide a way for busy, outstanding individuals to be identified with the Food Bank; and to provide a training opportunity for potential board members.

Section 2. Number

There is no limit to the number of advisors of member of the President's Council.

Section 3. Election

Advisors and members of the President's Council shall be appointed by the Board of Directors.

Section 4. Term of Office

An advisor's or council members's term is for one year subject to reappointment by the Board of Directors.

Section 5. Meetings

There shall be no meetings of the Advisors or President's Council as a body. Each advisor will be called on individually for specific tasks or recommendations.

Section 6. Vacancy

A vacancy occurring in the Board of Advisors or President's Council shall be filled by the affirmative vote of a majority of those members of the Board of Directors present at any regular or special meeting of the Board.

Section 7. Removal

Any advisor or council member may be removed either with or without cause by a majority of the Directors present at any regular or special meeting of the

Board. An advisor may submit his or her resignation at any time, either verbally or in writing, to the President.

Article Eight
AMENDMENT

These by-laws may be amended by the affirmative vote of a majority of the directors in office provided that written notice of the proposed amendment is given to each director at least ten days in advance of the action.

Adopted by the Board of Directors on September 10, 1979.
Amended February 5, 2015.