

# Bylaws – Amended May, 2015

McLennan County Hunger Coalition

## BY LAWS

The name of the Corporation shall be MCLENNAN COUNTY HUNGER COALITION (herein referred to as the Coalition.) The principal office of the Coalition in the State of Texas shall be located in the City of Waco, County of McLennan. When incorporated the Coalition shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Coalition in the State of Texas, and the address of the registered may be changed from time to time by the Board of Directors.

The Coalition is organized to:

- (a) to increase the communication and working relationships among local pantries and other food providers in order to avoid duplication of services, thus insuring that the persons most in need are provided with supplemental and emergency food.
- (b) to serve as an advocate to educate the local community regarding the issues of food insecurity and anti- hunger among its citizens.
- (c) to advocate for those suffering from hunger and food insecurity so that the food and nutrition needs of all local citizens are met.
- (d) to conduct, accomplish and carry its objectives, functions and purposes, or any part thereof set forth in these bylaws, if any, of the Coalition as amended from time to time, within or without the State of Texas.

This Coalition shall:

- Foster public education and increase community awareness about the issues of food insecurity and hunger.
- Improve outreach to persons in need because of hunger
- Work to eliminate duplication and improve collaboration between pantries and other hunger agencies, serving those experiencing ‘food insecurity’ and hunger in McLennan County

- Promote community support programs, including food drives, food rescue efforts, etc.
- Identify gaps in services and develop solutions to end hunger.
- Develop a strategic plan to address gaps identified by the community.

## ARTICLE I

### Membership

- a. Membership shall include but not be limited to representatives of pantries, feeding programs, government agencies (city, county, state and national), faith-based organizations, not-for-profit agencies, businesses, interested individuals, and persons suffering from 'food insecurity' and hunger.
- b. Membership may be on an individual or organizational basis. No more than two representatives from one agency will be eligible to vote at general membership meetings.
- c. Membership dues must be current in order to be eligible to vote. Members in good standing shall be eligible to hold office and to vote, (but only in person) on all questions at general membership meetings. In order to be a voting representative an individual or agency must attend a minimum of 50% of monthly coalition meetings.
- d. Control of this corporation shall rest with the membership. Any action of the board of directors shall be subject to review by the membership on request of any member at the regular meeting. An action of the board of directors may be altered or rescinded by two thirds vote of the membership present at a regular meeting.

## ARTICLE II

### Finance

- a. Individual membership dues are \$15 per year; \$25 per year for nonprofit organizations; and \$50 per year for for-profit entities. Governmental agencies are

exempt from paying dues. Individual employees are encouraged to register as individual; however, this will not affect voting privileges.

- b. The fiscal year shall run from January 1, through December 31.

## ARTICLE III

### Membership Meetings

- a. Regular meetings of the membership shall be held each month, unless the board of directors shall determine otherwise. In no event shall fewer than nine (9) such meetings be held in any one fiscal year. All meetings are open meetings regardless of status of dues.
- b. The membership meeting in January shall be designated as the Annual Meeting for the election of officers and members of the board of directors.
- c. Special meetings of the members may be called by the Chairperson, the board of directors or upon written request to the Chairperson or Secretary, signed by five (5) or more members.

## ARTICLE IV

### Board of Directors

- a. The affairs of the Coalition shall be governed by the board of directors composed of five elected members-at-large (may include standing committee chairpersons and consumers), the four officers of the Corporation, who are Chairperson, Vice Chairperson, Secretary, and Treasurer; and two ex-officio members: past Chairperson of the Corporation and an advocate/outreach person appointed by the board (totaling 11).
- b. The board of directors shall be composed of individuals representing a broad spectrum of the membership. Key subpopulations such as individuals providing leadership in pantry settings, feeding programs, hunger fighting organizations, food production and food providing organizations/businesses, governmental entities, and individuals committed to combating the problem of hunger.

- c. The board of directors shall have the power and duty to establish policy, adopt budgets and other powers and duties necessary or appropriate for the administrative affairs of the Coalition. The board of directors may do all such acts as are not by law, the Certificate of Formation, or by-laws directed to be done by the entire membership.
- d. The board of directors shall meet a minimum of six (6) times per year or more frequently as determined and approved by the board of directors.

## ARTICLE V

### Duties of Officers

- a. The Chairperson, or designated replacement, shall preside at all meetings of the corporation and of the board of directors. The Chairperson shall recommend the chairpersons and members of all committees, with the approval of the board, and supervise directly or indirectly their work, except the nominating committee. The Chairperson shall act as the executive officer of the Coalition and in general, perform the duties usually associated with the office of the Chairperson.
- b. The Vice Chairperson, as designated replacement, shall succeed to the Chairperson in case of a vacancy in that office and shall perform the duties of the Chairperson in his/her absence or disability. The Vice Chairperson shall undertake such other responsibilities, as the Chairperson shall assign. If the Chairperson and Vice Chairperson are unable to perform the duties of the Chairperson due to absence or disability, the Chairperson shall appoint a designated replacement to be approved by the board of directors to perform the duties of the Chairperson in his/her absence.
- c. The Secretary shall handle the correspondence of the Coalition, maintain records of the proceedings of all meetings of the membership and the board of directors, and shall be custodian of all records of the corporation.
- d. The Treasurer shall handle all financial matters of the Coalition. All financial records of the Coalition may be inspected by any member of the Board of

Directors or his/her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE VI

### Elections

- a. There shall be a nominating committee composed of three members appointed by the Chairperson and approved by the board of directors in November, of which one shall be a past Chairperson if available to serve.
- b. The nominating committee shall prepare a slate of candidates for election as officers and shall secure the consent of its nominees to serve if elected.
- c. At the December meeting nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing (dues current and attendance requirement met) who have given consent to the nomination.
- d. The board of directors shall be elected by the membership and shall serve for two years. The Chairperson, Secretary, and two members of the board of directors shall be elected in even numbered years; and the Vice Chairperson, Treasurer and two members of the board of directors shall be elected in odd numbered years.
- e. Any vacancy, for whatever reason, of a board member shall be replaced by an appointment made by the Chairperson and approved by the board of directors within thirty (30) days from the date of vacancy.
- f. A majority of the board present shall constitute a quorum. A quorum is established when 7 of the 11 voting members are present. In the event of a tie vote, the issue will be tabled until the full board can review the matter.
- g. The affirmative vote of a majority of the board of directors present and voting except where otherwise required by law, Articles of Incorporation, Certificate of Foundation, or by-laws; shall decide any issues brought before such meeting.

- h. An urgent action vote, as determined by the Chairperson, may be conducted with the board of directors by an email response. The action must be defined and explained and will require board member response vote within twenty four (24) hours. The responses will be tabulated by the Chairperson on a form listing each board member by name with two columns to record each responding member's vote cast as YES (in favor) or NO. The vote will be calculated and recorded by the Chairperson and printed for filing. The issue or action will not require a quorum or majority. However, the issue or action will only pass if all response votes are YES (in favor).

## ARTICLE VII

### Terms of Office

- a. The regular term of the office of the officers of the corporation shall be for two years continuing until the election of their successors.
- b. The immediate past Chairperson shall serve as a member of the board of directors for a two year term.
- c. The board of directors may replace any director or officer who has failed to attend three (3) successive meetings of the board if such absence is declared by the board to create a vacancy upon reasonable notice to the director or officer prior to such declaration.

## ARTICLE VIII

### Committees

- a. There may be as many standing committees as needed. Current standing committees include the Advocacy Committee, Financial Committee, Budget Committee, By-Laws Committee, and Governance Committee.
- b. Ad Hoc Committees may be appointed to address specific issues as needed. Committees will elect a Chairperson who will be appointed and approved by the board of directors.

- c. The board of directors may establish an executive committee to facilitate agenda planning, etc

## ARTICLE IX

### Contracts, Checks, Deposits and Funds

- a. The board of directors shall by resolution authorize the execution of contracts and the delivery of any instrument in the name of and on behalf of the Coalition.
- b. Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Coalition in excess of \$500 shall be signed by any two (2) persons within the category of Chairperson, Vice Chairperson, Secretary or Treasurer.
- c. All funds of the Coalition shall be deposited to the credit of the Coalition in such banks, trust companies, or other depositories as the board of directors may select.
- d. Any member(s) of the board of directors may accept, on behalf of the Coalition, any contribution, gift, bequest, or device for the general purpose of the Coalition. Similarly, the board of directors may make, on behalf of the Coalition, any contribution, gift, grant, or investment authorized by law or these Bylaws, provided such gift does not cause the Coalition to lose its tax exempt status.
- e. **The Kenneth Moerbe Fund** is hereby created as a “fund title” to pool received donations and contributions to be distributed as approved by the Board of Directors and utilized for the benefit of children’s programs. **The Kenneth Moerbe Fund** will be distributed only to organizations or programs using the funds specifically for child hunger, homelessness, and/or education.

## Article X

### Termination or Dissolution

In the event of termination or dissolution of the Coalition, its remaining assets, if any, shall be distributed only to one or more not-for-profit (501 c 3) organizations whose mission is congruent with the mission of the Coalition.

## Article XI

### Changes in Bylaws

The Bylaws may be amended or changed at any regular meeting of the Board of Directors, provided the proposed changes have been communicated to the Board of Directors, at least 14 days prior to the meeting in which the Board will vote on any proposed changes. All bylaw changes shall be communicated within 30 days to the Coalition membership.

Adopted in MCHC Board of Directors' March 10, 2008 Meeting, amended in MCHC Board of Directors' April 9, 2009 meeting, amended in MCHC Board of Directors' August 8, 2011 meeting, amended in MCHC Board of Directors' June 11, 2012 meeting, amended in MCHC Board of Directors' May 11, 2015 meeting.