

BYLAWS OF
OUR DAILY BREAD DINING ROOM OF MOT, INC.

ARTICLE I
NAME

The name of this organization is OUR DAILY BREAD DINING ROOM OF MOT, INC., hereafter referred to as ODB. The Registered Agent of ODB shall be the Treasurer, who shall be responsible for maintaining and updating all legal records on behalf of ODB.

ARTICLE II
OBJECTIVES AND PURPOSES

Section 1: The purposes of this organization are:

First: To feed low-income families, individuals, children, the elderly and those in need in the Middletown, Odessa and Townsend communities with nutritious meals served at no cost and without discrimination.

~~Second: To welcome and provide an avocational opportunity for all volunteers interested in the helping to feed those in need in the community.~~

~~Third: To provide a meeting location available to the community at no charge as long as the outside group's mission is not in conflict with the mission of ODB.~~

Section 2: In the furtherance of these objectives and in accordance with the powers conferred by its Certificate of Incorporation, ODB may collect donations, gratuities and bequests; may buy or otherwise acquire, sell or otherwise dispose of and mortgage or otherwise hypothecate real, personal and mixed property of all kinds; and may, in general, exercise all of the powers granted by corporate law in the State of Delaware.

Section 3: ODB is a non-profit corporation. No member, ~~officer, director, Employee or volunteer~~ of the ~~ODB organization~~ shall profit in any tangible way from its activities, except that ODB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in these Bylaws. ~~All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1. In the event of the dissolution of this organization, all monies, property and physical assets of the organization shall be distributed for any worthy purpose in accordance with the majority of the votes cast at a final meeting of the Board of Directors called for that purpose.~~

Section 4: The ODB organization shall not engage in political activities outside state laws. ~~is nonpolitical in character and shall not engage in political activities of any nature.~~

ARTICLE III
MEMBERSHIP

Section 1: Any person sixteen year or older, of any age, race, creed, color or sex may become a member of ODB except as may be otherwise provided by law, or by the Certificate of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, responsibilities, terms of membership and the provisions governing the withdrawal, suspension and expulsion of members shall be decided by the Board of Directors.

Section 2: ~~There shall be two types of membership. Membership shall be classified- Membership shall be classified~~ as follows:

~~A) Member: A member shall be any individual duly elected to the Board of directors according to these Bylaws. Active Member/Group: An Active Member/Group shall be any individual or group who volunteers their time at the dining room facility or at such other ODB activity within one (1) calendar year preceding any event or election requiring Active Member/Group status. Such participation shall include preparing, serving, and/or clean up after meals, fundraising, public relations and administration. In the event of any discrepancy, final determination of Active Member/Group status requirement may be waived for good cause by written approval of the Board of Directors by majority consent.~~

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~~B) Founding Member: Those persons who, through their efforts, were instrumental in the founding of ODB. Those individuals are:~~

- | | |
|---|------------------------------------|
| 1. Timothy DeSchepper | 5. Alan Parcels |
| 2. Marvin Perkins (deceased) | 6. Chris Peebles |
| 3. Candace Calloway (deceased) | 7. Renee Slaughter, CPA |
| 4. Betty Whitlock (deceased) | 8. Diane Harvey |

~~The founding members shall have no special privileges. This designation is solely for acknowledgement purposes.~~

Section 3: No member shall be subject to dues.

ARTICLE IV
ORGANIZATION BOARD OF DIRECTORS

Section 1: Board of Directors

~~The Board of Directors of this organization shall be responsible for oversight of all ODB's affairs, property, and elected by the Members for a period of three (3) years. They shall consist of a President, Vice President, Secretary, Treasurer and a minimum of three (3) directors. Qualifications for Directors shall be an active membership in the year in which they are elected. An officer must be at least eighteen (18) years old.~~

Section 2: Composition

The Board of Directors shall be elected by Members according to the process laid out in these Bylaws. They shall consist of a President, Vice President, Secretary, Treasurer and a minimum of three (3) additional directors. The number of directors may be increased or decreased by a simple majority vote of the members, at the time of election. Directors shall serve until their successor is duly elected. Terms for officers and directors shall be three (3) years.

Section 3: Responsibility and Liability

Each director is required, individually, and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of ODB. If a director acts in good faith and in a manner that is reasonably in line with the best interest of ODB as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of ODB. Directors who fail to comply with this section of the Bylaws shall be personally liable to ODB for any improper acts and as otherwise described in these Bylaws.

Section 4: Quorum

A simple majority of all duly elected directors must be present to constitute a quorum. A quorum is necessary to conduct business. Voting majorities shall be determined by members or directors or directors present at voting.

Section 5: Election

Directors may be elected by a majority affirmative vote of the present existing Board members at any regular or special meeting.

~~Section 26:~~ **Removal from Office**

~~Any Director may be removed from office by a super majority two-thirds (2/3) vote at any regular meeting of the Board of Directors. Such a vote may be cast by written ballot.~~

Section 7: Ex Officio Members

Ex-officio members of the Board of Directors may be named by a majority vote of the Board of Directors. Ex-officio members do not have voting privileges.

Section 8: Committees

The Board of Directors may form any permanent or temporary committees as it sees fit to conduct the business of ODB. All committee action is subject to the approval of the Board.

Section 9: Meetings

Regular meetings of the Board of Directors may be held at any location designated by the Board or any Sub-Committee, including through use of remote communication. All Board and Committee meetings are open unless specifically designated as a closed meeting.

Section 10: Notice

Reasonable notice of regular meetings shall be provided to each director by e-mail (or any other written means) at least forty-eight (48) hours before the meeting. A director waives the notice requirement if that director attends or participates in the meeting, unless a director attends the meeting for the express purpose of promptly objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 11: Action Without Meetings

On rare occasions, Board action may be necessary more quickly than an officially called regular meeting with 48 hours written notice. On these occasions, any board member may initiate an email, addressed to all current board members, stipulating the reason why the action must be taken without calling a regular meeting, the nature of the issue/action to be decided, and a deadline for an email response. Any action taken under this section requires the unanimous consent of all board members within the email time deadline. A board member's consent under this section is defined as an email response from a board member agreeing to the Board action requested. The lack of an email response from any one board member or a vote on opposition causes the action to fail approval. SMS-TXT messaging is specifically prohibited for an Action Without Meeting. Any Action Without Meeting shall be added to the agenda at the next regular meeting and become a part of that regular meetings' minutes.

Section 3: Vacancy

Any Board of Director vacancy occurring by reason of death, resignation or removal may be filled: First: By a majority vote of the remaining members of the Board of Directors. Such appointees shall serve for the unexpired term of the vacant position.

Second: Vacancies in the Board of Directors may remain as such until the next period of elections, unless the number of Board of Directors falls below four (4) at which time the nomination for a Director shall be considered by the Board of Directors and by a majority vote, fill the vacancy of the Board of Directors. Such appointee shall serve for the unexpired term of the vacant Board of Directors position.

~~ARTICLE V~~
MEETINGSFINANCES

~~Section 1: Meeting Location and Written Notice~~

~~All meetings of the general membership shall be held at ODB, 214 N Broad St. Middletown DE. Written notice, including electronic form, of such meetings, containing a statement of the purpose, shall be sent to the membership not less than thirty (30) days in advance.~~

~~Section 2: Annual Meetings~~

~~An annual meeting of the general membership shall be held each March at ODB, 214 N Broad St. Middletown DE. The meeting shall be called for election of Officers, Directors and the transaction of such other business as may properly be brought before the meeting.~~

~~Section 3: General Meeting~~

~~Meeting of the general membership shall be held quarterly in March, June September and December.~~

~~Section 4: Special Meetings~~

~~Special meetings of the general membership may be called at any time with ten (10) day notice.~~

~~Section 5: Board of Directors Meeting~~

~~The Board of Directors shall meet monthly. Board of Directors are expected to attend regular monthly meetings. Those who fail to attend seventy five (75) percent, in a calendar year, are subject to be removed by a majority vote of the Board.~~

~~Section 6: Quorum~~

~~A quorum is defined as:~~

~~General and Annual Membership Meetings—A majority of the Board plus active members in attendance.~~

~~Board of Directors Meeting—A majority of the Board of Directors~~

~~In the event a quorum does not exist a special meeting must be called by the Board of Directors.~~

~~Section 7: Voting~~

~~Each active member present shall be entitled to one vote. A simple majority vote of the quorum present at a meeting shall constitute the act of the body unless a greater number is required by these Bylaws.~~

**ARTICLE VI
TERMS OF OFFICE**

~~Section 1: Officers~~

~~All officers shall serve for a term of three (3) years from the date of election. Any officer must be at least eighteen (18) years old.~~

~~Section 2: Directors~~

~~Directors shall serve for a term of three (3) years provided, however, that such term of office shall be staggered so that at least one Director shall be elected at each annual meeting of the organization. In the selection of Directors at the annual meeting, variations in the terms of office are authorized for newly elected Directors to the extent necessary to achieve this result.~~

ARTICLE VII FINANCES

Section 1: Policy

ODB states that the basic financial policy shall be to acquire funds, property and erect buildings suitable for the following purposes in keeping with the objectives of the organization:

To serve and feed low-income families, individuals, children, the elderly and those in need in the Middletown, Odessa and Townsend communities with nutritious meals served at no cost and without discrimination;

~~To welcome and provide an avocational opportunity for all volunteers interested in the helping to feed those in need in the community;~~

~~To provide a meeting location available to the community at no charge as long as the outside group's mission is not in conflict with the mission of ODB.~~

Section 2: Funds

The organization shall divide its properties and assets in the following funds:

Operating Funds: These funds represent the allocation of assets in an amount necessary for the performance of the routine administrative and operational tasks of the organization including, but not necessarily limited to, the daily operation of the organization, the administrative expenses of the Board of Directors, advertising and correspondence. The Operating Funds are under the custody of the Treasurer and are disbursed in accordance with direction of the Board of Directors.

Permanent Funds: These funds, if any, represent the balance of the organization's assets after the allocation of Operating Funds and are available for growth investments and the acquisition of real property designed to enable the organization to accomplish its objectives as defined in Article II hereof. The Board of Directors shall administer the Permanent Funds on behalf of the organization.
~~(See Article IX, Section 2)~~

Section 3: Gifts, Gratuities and Bequests

These funds shall be handled in the following manner:

1. The solicitation mechanism for acquiring these funds shall be designated by the Board of Directors.
2. Donations of gifts, gratuities and bequests shall be used for the operations of the organization unless the donor specifically states otherwise. The organization reserves the right to refuse any donor specified gift that does not align with the mission of the organization.

Section 4: Banking Policies

All monetary assets of the organization shall be maintained in an FDIC insured banking institution. Withdrawals may be made only to meet the financial obligations of the organization. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of ODB shall be signed by the President and Treasurer or upon confirmation via e-mail. The use of debit/credit cards shall follow ODB's Credit Card Policies.

~~Section 5: Interest in Assets~~

~~No member of the organization shall have any right, title or interest in any property of the organization. No person whose membership in the organization is terminated, whether by death, resignation or any other means, shall have any right, title or interest in any asset or property of the organization.~~

**ARTICLE VIH
DUTIES OF OFFICERS**

Section 1: President

The President shall call meetings of the ~~general membership and the~~ Board of Directors, shall preside at such meetings, and shall appoint the chairmen of Standing Committees, subject to the approval of the organization.

Section 2: Vice President

The Vice President shall assume all the duties of the President in the event of his/her absence, ~~or see Article IV, Section 3.~~

Section 3: Secretary

The Secretary shall keep accurate and legible minutes of the ~~general and~~ Board of Director meetings. He/she shall provide copies of the minutes of the general membership and Board of Director meetings to the President and copies of the minutes to the Board of Directors.

Section 4: Treasurer

The Treasurer shall keep the records of the Operating and Permanent Funds, if applicable, of the organization. He/she shall receive, keep and disburse such monies of the organization ~~at all meetings of the general membership and to~~ the Board of Directors as required. He/she shall be responsible for an accounting of the funds of the organization at all meetings of ~~the general membership and to the~~ Board of Directors as requested. He/she shall submit the financial records to audit at the conclusion of his term of office or upon request of the President. The Treasurer shall be required to file the "Return of Organization Exempt from Income Tax" forms to the IRS within sixty (60) days of the due date of such filing plus extensions. The Treasurer shall not be required to give bond for the faithful performance of his/her duties. The Treasurer shall be responsible for disbursing permanent funds to the Board of Directors in accordance with ~~Article IX, Section these~~ Bylaws. 2.

**ARTICLE IX
DUTIES OF THE BOARD OF DIRECTORS**

~~Section 1: General Business~~

~~The Board of Directors shall administer the general business of the organization. It shall refer any point upon which it fails to agree or to sense the desires of the members to a vote of the general membership.~~

~~Section 2: Finances~~

~~The Board of Directors shall be responsible for the management of the Operating and Permanent Funds of the organization. It shall approve the budget as provided by the Treasurer or designated committee. From time to time, it shall review the status of the Operating Funds and, when deemed prudent, transfer funds from the Operating Funds to the Permanent Funds and from Permanent Funds to Operating Funds.~~

~~Section 3: Responsibilities~~

- ~~A. The Board of Directors shall have custodianship of and shall be responsible for all purchases, sales, exchanges and assignment of all real property owned by ODB as well as all monies held as reserve funds or for investments, if any.~~
- ~~B. Maintenance, repair, replacement or modifications of the building, if any, including roof, walls and structure, heating and cooling units, plumbing and building electrical service may be initiated with approval of the Board of Directors.~~
- ~~C. The Board of Directors shall review any use of real property owned or leased by ODB for other than stated purposes of the organization (see Article II). Any Board of Director member may raise any potential issue caused by this use.~~
- ~~D. The Treasurer shall report the status of the Permanent Funds, if any, to the Board of Directors and the general membership on a regular basis at monthly meetings.~~
- ~~E. An annual written Activity and Financial report shall be made to the general membership and filed with the minutes of the Annual Meeting.~~
- ~~F. Members of the Board of Directors shall not be required to give bond for the faithful performance of their duties.~~
- ~~G. The minutes of the meetings of the Board of Directors shall be open to review by any interested member.~~
- ~~H. It shall be the duty of the Board of Directors to exercise prudent financial judgment in investment of reserve funds to the organization so as to protect the purchasing power of the funds entrusted to it from the effects of inflation and general economic changes. To this end, such funds may be invested in savings accounts, certificates of deposits, saving bonds and other interest bearing instruments, but not mortgages, common stock or corporate bonds.~~

~~Section 4: Permanent Funds~~

~~The Board of Directors shall administer the Permanent Funds, if any, and shall be handled in the following manner:~~

- ~~A. Withdrawal or transfer of funds from, or within, any account shall be by two signatures, but normally by the President and Treasurer. The signatures may be achieved by e-mail confirmation.~~
- ~~B. All donations and gifts received by ODB for purpose of real property purchases or improvements shall be transferred to the account for the appropriate purpose.~~

- ~~C. Excess monies in an amount greater than fifty (50) percent of the annual budget presented to the Directors by the Treasurer will be placed in investment accounts, see Article IX, Section 3, Paragraph H.~~
- ~~D. All costs in connection with transfers of ownership resulting from the Board's activities shall be paid out of the Permanent Funds, if any.~~

~~Section 3: Real Property~~

~~The Board of Directors shall represent the organization in the ownership of all real property and the management of the Permanent Funds. They shall exercise prudence in the management. All acquisitions or disposal of property is approved by the Board of Directors.~~

~~ARTICLE X
DUES~~

~~Section 1: Membership~~

~~These shall be no dues.~~

~~ARTICLE XI
ELECTIONS~~

~~Section 1: Method of Electing~~

~~Except as may be provided in Section 3 hereof, all Officers and Directors shall be elected by balloting as defined by Section 2 at the Annual Meeting from a slate prepared by the Nominations and Elections Committee or, in the absence of such committee, by the current Board of Directors. The slate may be augmented by nominations made from the floor provided the consent of the nominee has been obtained.~~

~~Section 2: Balloting~~

~~Elections shall be conducted by a voice vote, paper balloting or by a show of hands by the people present at the meeting. Absentee voting will not be accepted.~~

~~Section 3: Order of Election~~

~~The presiding officer shall, first, restate the Committee's nomination(s) for President. He/she shall then call for nominations from the floor. After passage of a motion to close the nominations, he/she shall direct that the tally of votes be conducted. A majority of votes cast shall be required to elect. If no candidate shall have received a majority, a re balloting shall be directed to decide between the two candidates receiving the largest pluralities as the remaining nominees, and a majority of such votes cast shall be required to elect. After the results of the election of a President have been announced, the same procedures shall then be followed for the remaining officers in the order in which they are listed in the constitution.~~

~~ARTICLE XII~~

~~POLICY~~

~~Section 1: Policy~~

~~ODB states the following to be their basic policy/mission statement:~~

~~That the goal of the organization is to feed low-income families, individuals, children, the elderly and those in need in the Middletown, Odessa and Townsend communities with nutritious meals served at no cost and without discrimination in a safe environment.~~

~~ARTICLE XIII
FISCAL YEAR~~

~~The fiscal year of ODB shall be a year from July 1st through June 30th.~~

ARTICLE XIV
AMENDMENTS

Section 1: Method of Amending

Amendments to these Bylaws may be proposed by any Board member. They shall be submitted in writing to the Board of Directors which shall act upon each in accordance with the provisions of ~~Article V, Section 7~~these Bylaws.

Section 2: Adoption

These Bylaws may be amended by the two thirds ~~(2/3~~ affirmative vote of the ~~general membership~~Board of Directors. ~~voting at a general, specific or annual meeting at which there is a quorum present, provided that written notice of the proposed action was provided to the members as required by Article V, Section 7.~~