

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

ARTICLE I  
NAME AND REGISTERED AGENT

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 purpose of this 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.

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 ODB 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.

Section 4: The ODB organization shall not engage in political activities outside state laws.

ARTICLE III  
MEMBERSHIP

Section 1: Any person sixteen years or older, of any 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: Membership shall be classified as follows:

Member: A member shall be any individual duly elected to the Board of Directors according to these Bylaws.

Section 3: No member shall be subject to dues.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1: Board of Directors

The Board of Directors shall be responsible for oversight of all ODB's affairs, property and interests.

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 these 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 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 meetings of the Board of Directors.

#### Section 6: Removal from Office

Any Director may be removed from office by a two-thirds (2/3) vote at any regular or meeting of the Board of Directors.

#### 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.

## ARTICLE V 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;

### 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.

### 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.

## ARTICLE VI DUTIES OF OFFICERS

Section 1: President

The President shall call meetings of the Board of Directors and /or volunteer base, 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.

Section 3: Secretary

The Secretary shall keep accurate and legible minutes of the 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 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 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 these Bylaws.

ARTICLE VII  
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 these Bylaws.

Section 2: Adoption

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors.