

Approved 8/29/2013

**BY-LAWS OF
MILLY'S PANTRY, INC.**

I. NAME AND LOCATION

- A. The name of the organization shall be Milly's Pantry, Inc.
- B. The principal office of the corporation shall be located at 19-23 E. Main St., in Penn Yan, NY.

II. PURPOSE AND STRUCTURE

- A. The purpose of this Not-For-Profit Corporation shall be to help eliminate extreme poverty in Yates County, by providing emergency food services to both adults and school-age children, providing new jobs for the untrained, providing job training, providing outlets for both the agricultural crops and crafts produced locally, and expanding and creating new markets for local goods, products and crops.
- B. The meetings of the organization shall be governed by Robert's Rules of Order, which shall be loosely interpreted in order to focus on obtaining consensus among those present.
- C. The fiscal year of the organization shall end on June 30th of each year, and the new fiscal year shall commence on July 1st of each year; the organizational year shall run from October 1 of each year until the end of September the following year.

III. MEMBERS

- A. The members of the corporation shall consist of any interested person or business whose application is accepted by the Membership Committee, based on such qualifications and terms as shall be decided by the Membership Committee on an annual basis.

IV. MEETINGS

- A. Membership Meetings: The annual membership meeting of this organization shall be held in September of each year in Penn Yan, NY.
- B. Special Meetings: Special meetings of either the Membership or Board of Directors shall be held at any time upon 3 days actual notice to each member by mail, phone or e-mail.
- C. Quorum: At any meeting of the Board of Directors, a quorum shall consist of a majority of all directors. There shall be no quorum requirement for meetings of the entire Membership.

- D. Board of Directors meetings: Regular meetings of the Board of Directors shall be held once a month at a designated location, on such dates as shall be determined by the Board. A quorum shall consist of 5 directors, who shall be in attendance for the entire meeting.
- E. Executive Committee meetings: Meetings of the Executive Committee shall be called by any officer, upon 24 hours advance notice to each member of the Executive Committee.

V. NOMINATIONS, VOTING, AND ELECTIONS

- A. NOMINATIONS: During the first month of each new organizational year, the President shall select a Nominating Committee, which shall have the responsibility for nominating officers for the next year, and also nominating new members of the Board of Directors for the forthcoming year. Such nominations for the next year shall be announced each year by the Nominating Committee at least one month in advance of the Annual Meeting of the Membership of the organization.
- B. VOTING: The members in good standing and in attendance at the Annual Meeting of the organization shall elect the new directors at the Annual Meeting of the membership each year, by a plurality (majority of those present) vote.
- C. TERM OF OFFICE: Each officer shall be elected by the Board of Directors immediately after the annual meeting of the membership, for a period of one year. Directors shall be elected at the annual membership meeting for a term of three years. Directors shall have staggered terms, with 3 new directors being elected each year.
- D. OFFICERS ARE EX OFFICIO BOARD MEMBERS: Each officer shall also be an ex officio, voting member of the Board of Directors for the term of his office, and thus shall be included within the total number of Board of Directors.

VI. BOARD OF DIRECTORS

- A. NUMBER: There shall be 9 Directors on the Board of Directors, which number shall include the four officers for the current year. Each Director must have been a member of the organization during the entire prior fiscal year.
- B. TERM: Each director shall serve for a period of 3 years, with 3 new directors being elected each year.
- C. VACANCIES: Vacancies on the Board due to illness, resignation, moving, etc, shall be filled by a vote of the Board of Directors, with the newly appointed Director filling the remaining term of the vacated directorship.
- D. ELECTION: The membership shall elect Directors at the Annual Meeting of the Members each year, to fill out the slate of Directors for the following year. Directors shall be elected by a plurality of those present at the Annual Membership meeting.
- E. REMOVAL: A Director or Officer may only be removed from office “for cause” for dereliction of duty. Charges of same must be placed before the entire Board

of Directors. After a suitable hearing of the allegations before the Board, the Board may remove the person charged with dereliction of duty only by a vote of three-fourths of its members.

- F. **DUTIES:** The Board of Directors shall be responsible for the management of the affairs and business of this organization. The Board is also authorized to enact such rules and regulations, and to stipulate appropriate procedures, to be followed, in the conduct of this business as shall be reasonable necessary to protect this organization and its members from any perceived legal liability to others.

In addition, the Board shall review the receipts of all prior expenditures and purchases of this organization at the beginning of each Board meeting, and shall approve in advance any proposed expenditure which has a value of over \$500 Dollars, and shall also have the immediate right to receive and review all of the financial books and records of the organization at any time.

It shall be discretionary with the Board of Directors, upon motion duly made, seconded and passed, to decide to hire an Executive Director to manage the business of the corporation on a day-to-day basis, and to set the level and terms of compensation to be paid to such an employee on a yearly basis.

- G. **FISCAL RESPONSIBILITIES:** It shall be the responsibility of the Board of Directors to see that an annual audit is conducted of the corporate books and records by a qualified C.P.A. Furthermore, the Board shall also establish a series of checks and balances relating to all financial transactions, decisions, and financial records of the organization.

VII. OFFICERS

- A. **NUMBER:** The number of officers of this organization shall be four, and they shall consist of the president, vice-president, secretary, and treasurer, each of whom must have been both a member of the organization, and also previously have served on the Board of Directors of the organization.
- B. **PRESIDENT:** The President shall preside at the Annual Membership meeting, and shall also preside at all meetings of the Board of Directors, of which he/she shall be, as an ex officio member, with voting rights, the Chairman. He or she shall present a report each year at the Annual Membership meeting on the activities, accomplishments, and current status of all on-going programs and activities of Milly's Pantry, Inc.

The new president each year shall also select and appoint all committee chairmen for the forthcoming organizational year, no later than the end of the last month of the organizational year.

The President shall also ensure that all required minutes, books, records, and certificates of the organization are properly kept at all times.

The President's term of office shall commence on the first day of the first month of each new organizational year.

The President shall also be an ex officio member of each committee of the organization, but without voting rights, except in the case of the Board of Directors, where the President shall be a voting member.

- C. VICE-PRESIDENT: The Vice-president shall aid, advise and assist the President in carrying out all of his duties, shall preside at all meetings in which the President is unable to attend, and shall automatically become acting President in the event the President is seriously ill or is otherwise unable to exercise and carry out his/her duties of office.
- D. TREASURER: The Treasurer shall be responsible for the management, care and custody, bookkeeping, and accounting for the money, cash, and financial instruments of the organization, including all current contracts, receipts, and agreements. The Treasurer shall also render a written financial summary to the Board of Directors at each regular meeting of the Board, summarizing the current financial status and condition of the corporation. The Treasurer shall also be responsible for seeing that all tax reports, returns and payments, including any quarterly and year-end tax filings and payments, are properly and timely made, and that all current cash on hand is properly deposited in appropriate interest-bearing accounts and that current profit and loss and balance sheets are brought to each meeting of the Board of Directors. In the event of any cash disbursements being made by the corporation, such disbursements shall only be made by the Treasurer as permitted by the Board of Directors.
- E. SECRETARY: The Secretary shall keep the minutes and records of the corporation in appropriate books, files and documents of the corporation, and shall also file any and all reports and certificates required by any ordinance, law or statute, and shall also serve and mail out all notices required to the Board of Directors or membership at large, and shall also conduct and carry out the official correspondence of the Corporation, and shall also keep an accurate record or minutes of the Board of Directors meetings, and present such minutes at the following meeting for correction and approval

VIII. STANDING AND SPECIAL COMMITTEES

The standing and permanent committees of the corporation shall consist of:

- A. EXECUTIVE COMMITTEE: The Executive Committee shall consist of President, Vice President, Secretary and Treasurer, also two regular members of the Board of Directors, as appointed by the President. Executive Committee meetings may be called by any member of that Committee for any reason, upon giving actual notice to every other member 24 hours in advance of any such meeting.
- B. COMMUNITY ADVISORY COMMITTEE: The President may appoint an appropriate number of selected local officials and residents to the Community Advisory Board each year. This Board shall meet at least three times each year, after giving appropriate notice to each member, to discuss and decide appropriate matters of local concern to both the community and the corporation, and shall advise the Board of Directors of the results of such deliberations.
- C. NOMINATING COMMITTEE: The Nominating Committee shall present nominations each year for each new member of the Board of Directors, and also nominations for each Officer for the forthcoming year.

- D. MEMBERSHIP COMMITTEE: The Membership Committee shall decide on the types and categories of membership each year and the dues for each membership, as well as the benefits of each membership. However, only individual members shall have voting rights. In addition the committee shall review and accept each membership application, and make decisions on when individuals should be dropped from the membership because of non-payment of dues.

IX. GENERAL PROVISIONS

- A. CONFLICTS OF INTEREST: No conflict of interest, involving the payment of anything of value, to any officer or member of the Board of Directors, shall be allowed or permitted, except where a complete disclosure of such conflict has been made to the entire Board of Directors, and where, thereafter, such transaction has been approved by a majority vote of all disinterested directors. The interested party, who would receive such benefit, shall leave the room during such vote and abstain from voting on the matter. The same rules shall apply to any organization which is affiliated, or in any way related to any director or officer of the corporation. In addition, before voting to approve any such transaction, the Board shall also make a finding, or conclude, that the corporation, after using due diligence, can not make a more advantageous, profitable, or economical arrangement elsewhere with some other person or organization or business for the same transaction, hiring, or agreement.
- B. AMENDMENT OF BY-LAWS: These by-laws may be amended, repealed, or altered by a three-quarters vote of all members of the Board of Directors at a regular meeting of the Board. The proposed changes shall be mailed to each Board member at least 10 days before the meeting at which the changes are to be discussed.
- C. DISSOLUTION: In the event of dissolution, either by vote of the Board of Directors or by action of the Attorney-General of New York State, the assets of this corporation must be disposed of to other tax-exempt, Not For Profit corporations as set forth in section 1001 et Seq. of the New York State Not-For-Profit Law. In addition, the vote to dissolve the corporation shall require the affirmative vote of two-thirds of the Board of Directors, and three-quarters of the voting members of the corporation.

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