

EMPTY BOWLS MONONGALIA

Operating Procedures

Adopted
September 5, 2007

Amended
5-16-08, 9-11-09, 5-14-10, 4-7-16

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EMPTY BOWLS MONONGALIA OPERATING PROCEDURES

ARTICLE I: NAME

Section 1. The name of this organization is Empty Bowls Monongalia. The organization was formed April, 2007

ARTICLE II: OFFICES:

Section 1. The principal office of Empty Bowls Monongalia shall be at 111 High Street Suite A-10, Morgantown, West Virginia 26505.

ARTICLE III: PURPOSE

Section 1. This organization is formed exclusively for charitable and educational purposes. No part of the activities of the organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The primary purposes of the organization will be to prevent hunger through achieving but not being limited to such objectives as: to raise as much money as possible to feed hungry people; to increase public's awareness of hunger, food insecurity and related issues; to advocate for arts education; and, to provide a powerful service learning project for students of all ages.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the organization shall be managed by its Board of Directors. The Directors shall be fiduciaries for the organization and, therefore, must exercise a high standard of care in protecting and promoting the interests of the organization. To achieve this, Directors must not allow any conflict of interest to direct their decisions on behalf of the organization.

Section 2. Number. The authorized number of Directors shall be not less than twelve (12) and not more than eighteen (18), with the exact number being fixed from time to time by resolution of the Board of Directors.

Section 3. Election. The Directors will present a slate of potential nominees for election at the annual meeting. The election will be by majority of Directors present at the Annual Meeting held during the month of May. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 4. New Board Orientation. New Board members should receive a formal Board orientation after their election and prior to their first meeting. The President will lead the orientation program along with representatives from the board. The outgoing President will serve as an advisor to the President for a period of one year.

Section 5. Term. The term of office for Directors shall be three (3) years. A Director may be re-elected for a maximum of two (2) consecutive terms, and that Director may not be eligible for re-election until the following year. Despite the expiration of a Director's term, a Director shall continue to serve until a successor is elected or there is a decrease in the number of Board Members. One-third (1/3) of the terms of the Directors shall expire each year; in order to establish a rotation of terms, current Directors (as of the time these Operating Procedures are amended under Article VIII) shall be permitted two additional terms. The term of an outgoing board member shall end, ordinarily, at the conclusion of the current fiscal year. Outgoing Board members shall serve as Ex Officio Board members at the first meeting of the new Board, then may continue in this role for as long as the Board requests.

Section 6. Vacancies. All vacancies of the Board shall be filled by the remaining Directors, with in sixty (60) days from vacancy, at any regular, or special meeting of the Directors from a list provided by the Directors. Vacancies will be filled only to the end of the particular Director's term and the new Director filling the vacancy may serve two additional terms consecutive two (2) year terms, provided that the partial term served is not more than 18 months. All resignations from the Board must be received by the President and filled with the official minutes of the Board.

Section 7. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 8. Quorum. A majority of the Directors plus one shall consist of a quorum for transacting business at any meeting of the Board. If a quorum is present, action is taken by a majority vote of the Directors present, except as provided otherwise by these Procedures.

Section 9. Compensation. Serving on the Empty Bowls Board of Directors is without remuneration. Board members may be reimbursed for expenses that they incur while carrying out Empty Bowls Monongalia purchases. These expenses must be submitted to the board for reimbursement and approved by board vote.

Section 10. Fiscal Year The Fiscal Year shall be July 1 through June 30.

Article V: MEETINGS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held between the 1st and 15th of May in each year, beginning with the year 2008, for the

purpose of electing directors and officers, and for the transaction of other business that may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of West Virginia, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as possible.

Section 2. Board Meetings. The Board shall meet at least monthly, Additional meetings may be scheduled at the discretion of the President or the Board. Written notice of each regular meeting shall be given to each Director via email no less than 5 days prior to the meeting.

Section 3. Special Meeting. Special meetings of the Board may be called by the President, Board of Directors, or by petition of not less than one-third of the Board members.

Section 4. Place of Meetings. The Board of Directors may designate any place, either within or without the State of West Virginia, the place of meeting for the annual meeting, board meetings or for any special meeting called by the Board of Directors.

Section 5. Notice of Meeting. The Board of Directors shall provide notice of the annual meeting as they deem appropriate. Notice of any special meeting of the Board shall be given in writing at least five (5) days in advance. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Any Board member may waive notice of any meeting. The business to be transacted or the purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 6. Telephone Conference. Members of the Directors or any subcommittee may participate in a meeting of the Board of Directors or such subcommittee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 7. Attendance Mandatory. Attendance at all meetings of the Board of Directors by its members is mandatory, and any absence by any member from any meeting must be excused by the Secretary in advance of the absence. In the event that any member of the Board of Directors accumulates four (4) unexcused absences from meetings in any fiscal year, such conduct alone shall be determined to constitute the resignation of such member from the Empty Bowls Monongalia Board of Directors.

Section 8. Executive Session. The Board of Directors of Empty Bowls Monongalia may be called into executive session in the course of any meeting by the President and shall be called into executive session by vote of the majority of members present. The

executive session will be limited to voting members of the Board of Directors and such persons invited by the President or by vote of the majority of members present.

ARTICLE VI: OFFICERS

Section 1. Titles. The officers of this organization shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Election. The Board of Directors shall elect the President, Vice President, Secretary, and Treasurer to serve one-year terms. An officer may be re-elected to the office of President or Vice President for a maximum of 2 consecutive terms. Any election shall occur at the first meeting of the fiscal year, with the newly elected Board of Directors.

Section 3. Vacancy. A vacancy of the office of, President, Vice President, Secretary, or Treasurer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers and agents as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President. The President shall be the Chief Executive Officer of the organization. The President shall have such powers and duties as may be prescribed by the Board of Directors or these Operating Procedures, and shall see that the Board is advised on all significant matters of the organization's business, and shall see that all resolutions and orders of the Board are carried into effect. The President shall appoint members to committees of the organization, and may appoint ex-officio members to serve as leadership volunteers, and shall be empowered to act, speak for, or otherwise represent the organization between meetings of the Board within the boundaries of policies and purposes established by the Board of Directors.

Section 6. Vice-President. The Vice-President shall perform the duties of the President in his or her absence, illness, death, or other inability to perform his or her duties, or upon his or her resignation.

Section 7. Secretary. The Secretary may be a non-board member (with no voting rights). The Secretary shall have overall responsibility for all record keeping. With the majority agreement of the Board, the Secretary may be a non-board member. The Secretary shall perform, or cause to be performed, the following duties:

- a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- b) provision for notice of all meetings of the Board of Directors;
- c) authentication of the records of the organization; and
- d) any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer may be a non-board member (with no voting rights). The Treasurer shall have knowledge of the organization's goals and objectives, understand financial accounting for nonprofit organizations, and serve as financial officer of the organization. With the majority agreement of the Board, the Treasurer may be a non-board member.

The Treasurer shall perform, or cause to be performed, the following duties:

- a) Manage the financial matters related to the organization;
- b) keep full and accurate accounts of all financial records of the organization;
- c) deposit of all monies and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors;
- d) disburse all funds when proper to do so;
- e) make financial reports as to the financial condition of the organization to the Board of Directors on a timely basis;
- f) assist in the preparation of the annual budget and present the budget to the Board for approval;
- g) when directed by the Board, cause an audit to be conducted and answer Board members' questions about the audit; and
- h) any other duties as may be prescribed by the Board of Directors.

Section 9. Nondiscrimination. The Officers, Directors, committee members and volunteers served by this organization shall be selected on a non-discriminatory basis with respect to age, sex, race, religion, sexual orientation, national origin, or minority group status of any sort.

Section 10. Record-Keeping. The organization shall keep correct and complete books and records of account and shall keep minutes of proceedings of its Board and committees, and shall keep at its principal office a record of the names and addresses of its members.

ARTICLE VII: COMMITTEES

Section 1. Gift Acceptance Committee. The Gift Acceptance Committee consists at a minimum, of the following individuals: President or his or her designee; Chair(s) of the fundraising/finance committee; Chair(s) of the public relations committee; the treasurer and chair(s) of the agency lesion committee. The committee is responsible for:

- a) Reviewing the Gift Acceptance, Fundraising, Public Relations & Accounting Policies & Procedures on an annual basis;
- b) Recommending any changes to the policy to the Board of Directors;
- c) Reviewing all restricted gifts made to Empty Bowls Monongalia;
- d) Reviewing all major non-cash gifts made to Empty Bowls Monongalia;
- e) Determining when legal counsel is required for the review of a gift;

- f) Determining when an independent appraisal is required for a gift;
- g) Coordinating with Your Community Foundation for approval of accepting gifts;
- h) Approving exceptions to this policy; and
- i) Other appropriate matters that relate to the acceptance of gifts.

Section 2. Standing Committees. The Board may establish such standing committees as it may deem desirable and each committee shall exercise such authority and responsibility as the Board may delegate to it, provided such delegation is not inconsistent with the laws of West Virginia. Such standing committees shall include, but not be limited to:

- a) Fundraising/Finance
 - o Direct mail
 - o Major gifts
 - o Youth fundraising
 - o Grants
 - o Endowment
 - o Special Events
 - o Ticket sales
 - o Raffle sales
- b) Treasurer
 - o Accountant
- c) Public relations
 - o Web-technology
 - o Community Education
- d) Volunteer Services
- e) Food Procurement
- f) Legal Affairs
- g) Agency Liaison
- h) Bowl Procurement

The Directors at the first meeting of the fiscal year will elect or appoint committee chairs. Standing Committee members need not be Directors; however a Director must serve as the chair of the committee. No Standing Committee may be delegated powers of the Board of Directors of Empty Bowls Monongalia.

Section 3. Special Committees. The President or the Board may establish such special committees as is deemed desirable and each committee shall exercise such authority and responsibility as the Board may delegate to it. Special committees shall serve until its assignment is completed. Such committee members need not be Directors. No Special Committee may be delegated powers of the Board of Directors of Empty Bowls Monongalia.

Section 4. Ex-officio Membership. The President of the Board of Directors shall be an ex-officio member of all Standing and Special Committees of Empty Bowls Monongalia.

ARTICLE VIII: CONFLICTING INTEREST TRANSACTIONS

Section 1. At all times, the Directors and other volunteers are to avoid conflicts of interest and the appearance of conflicts of interest. A conflict of interest exists whenever a Director, member or volunteer, or immediate family member has a formal relationship with an actual or prospective donor or a material interest in a firm that is an actual or potential vendor to the organization.

To avoid any incidence of impropriety, Directors are discouraged from serving as personal representatives or executors of a donor's estate, unless the donor is a relative of a member of the Board of Directors.

Directors are to avoid acts of actual impropriety as well as acts that create the appearance of impropriety. Therefore, members are discouraged from serving as the executor, administrator, or trustee of any will or trust in which the organization is named as a beneficiary regardless of the date of the dispositive document.

ARTICLE IX: AMENDMENTS TO OPERATING PROCEDURES

Section 1. These Procedures may be amended or repealed and new Procedures adopted by the Board of Directors by a majority vote of the Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least five (5) days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Procedures and shall contain a copy of the proposed amendment(s).

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