FEEDING EVERYONE DAILY

Constitutional Bylaws

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Feeding Everyone Daily, Inc.

Adopted: December 14, 2020, 7:22 pm.

ARTICLE 1 NAME & OFFICES

SECTION 1.1 - NAME- The name of the Corporation shall be Feeding Everyone Daily, Inc. (hereinafter called Corporation.)

SECTION 1.2 - OFFICES- The principal office of the Corporation shall be at such place within the City of Blythewood, SC, as the Board of Directors may determine. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate and the activities of the Corporation may require.

ARTICLE 2 PURPOSE & MISSION

SECTION 2.1 - PURPOSE - The purpose of the Corporation shall be to operate exclusively to provide, process, and distribute food locally to individuals and families in emergency need. FED, Inc. will also support individuals with financial education and knowledge about physical health. FED, Inc. will collaborate with local farms, food hubs, educators, and other experts to distribute and deliver their produce and other services daily. FED, Inc. will collaborate with local farmers and educators to implement educational programs for program participants in need of job skills and empower them to begin their journey of success within their communities, and the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2.2 - MISSION - The Mission of Feeding Everyone Daily is exclusively to provide, process, and distribute food, financial education, and knowledge about physical health choices locally to individuals and families in need while coordinating with local farms and other experts help participants learn the field of agriculture and earn an income respectively for their future families.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 3.1 - NUMBER - The Board of Directors shall consist of at least 5 members but not more than 9 members.

SECTION 3.2 - POWER - The governing powers of the Corporation shall be vested in the Board of Directors who shall have charge, control, and management of the properties, affairs, and funds of the corporation. The Board shall have the power and authority to do and perform all acts and functions not inconsistent with these By-Laws, including, but not limited to, retaining of legal counsel and certified public accountants.

SECTION 3.3 - ELIGIBILITY - All members of the Board of Directors must be at least twenty-one (21) years of age. Only one (1) member of a family immediate, (spouse, child, or parent) may serve as a member on the Board of Directors at the same time.

SECTION 3.4 - EMPLOYMENT WITH CORPORATION - A Board Director may not be considered for full-time employment by the Corporation until one year has passed from the date of their termination as a Board Director. No immediate relative (spouse, child, or parent) of a Board member may be considered for employment by the Corporation during said Board member's term of office. Current or former employees of the Corporation shall not be eligible to serve as members of the Board of Directors until one year has passed from the date of their termination of such employment.

SECTION 3.5 - MEETINGS - The Board shall engage a meeting in person at designated locations in South Carolina and throughout the United States or by conference call, or Zoom meeting up to three (3) times a year and will take place on a Monday of a designated week on a quarterly basis to carry out the business of the Corporation.

SECTION 3.6 - TELECONFERENCE & ZOOM MEETINGS - One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and/or can effectively communicate with each other. Most Directors may participate in a Zoom meeting of the Board or any committee thereof by means the internet or by telephone when in person meetings are not possible.

SECTION 3.7 - ANNUAL MEETINGS - There shall be an annual meeting of the Board of Directors to be held in the month of December of every year for the purpose of electing the board of directors for the new calendar year to start on January 1st. To provide a list of names for consideration as board members, the Board of Directors will appoint a Nomination Committee to prepare a ballot for the election to be held in December. This committee should be appointed in September of the year when elections are to be held.

SECTION 3.8 - SPECIAL MEETING - Special meetings of the Board of Directors may be called by the Chairman or any three (3) Directors of the Board who are in good standing, with three (3) days' notice to each Director, given either personally, by mail, email, telephone, or telegraph. Said notice shall state the time, place, and purpose of the meeting. If initial notice is made personally, or by telephone a written notice must follow.

SECTION 3.9 VOTING - Each Board member shall have one vote on any issue, and proxy voting is not permissible.

SECTION 3.10- QUORUM - Most of those Board members currently in office will constitute a quorum for the purposes of conducting business of the Corporation.

SECTION 3.11- ELECTION/TERM - The Directors shall be elected by the Board members at the annual meeting and shall serve for a period of two (2) years or until their successors are duly elected.

SECTION 3.12- VACANCIES - Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors at its first meeting following notice of such vacancy. Each Director so elected shall serve until the following annual meeting or until his/her successor is elected.

SECTION 3.13- ORIENTATION - Each new member of the Board of Directors shall receive an orientation presentation, including, but not limited to, a study of the structure, programs, plans and operations of the Corporation within three (3) months of assuming office. It is the responsibility of the Executive Director of the Corporation to see that the orientation happens. All Board members will receive continuing education through seminars, management courses, supply of pertinent literature and appropriate periodicals.

SECTION 3.14- CONFLICT OF INTEREST - No contract or transaction between the Corporation and one or more of its Directors; or between the Corporation and any member of the immediate family of one or more or its Directors; or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or member of the immediate family of one or more of its Directors have a financial interest shall be void or voidable solely for such reason or solely because the Director is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, provided that:

(i) - the interested Director did not participate on behalf of this Corporation in the negotiation or Board committee review if any, of transaction;

(i i) - the interested Director discloses to the Board in writing material factors as to his or her relationship or interest in or to the contract or transaction and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present and voting even though the disinterested Directors are less than a quorum;

(a) - Whenever a Director has an interest in any contract or transaction or would financially benefit from any information generated by or for the Corporation, he shall disclose such interest in writing to the Board. Failure to make such disclosure shall be grounds for removal of such Director from the Board.

(b) - Common and/or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors which authorizes a contract or transaction, subject to the operation of this Article.

SECTION 3.15 - DISCLOSURE OF INFORMATION - The Board of Directors shall by resolution approve all documents, files, records, and information which are to be unavailable for public inspection. In the absence of such Board action and consistent with personal rights of privacy, all records, files, reports, and information related to the Corporation and any of its activities shall be available upon reasonable written notice for public inspection.

SECTION 3.16 - REIMBURSEMENT FOR EXPENSES - Directors may be compensated in advance a reasonable sum and reimbursed for out-of-pocket expenses, (hotel stay, air fare, car rentals, per diem for meals for Director and their spouse/significant other) for attending meetings outside of their city of residence for the Board of Directors and special events and otherwise acting for the Corporation, provided such actions have been duly and specifically authorized by the Board of Directors and necessary funds are available.

ARTICLE 4 REMOVAL FROM BOARD OF DIRECTORS

SECTION 4.1 - PROCEDURE - Any Director or Officer may be removed from office for just cause, behavior unbecoming of a board member, or engaging in any activities that will undermine the authority of the Executive Director/President of the Corporation. Such behavior may include but is not exclusive of actions that could compromise the integrity or public image of the Corporation. The Board retains the power to determine what behavior is inappropriate of a Board member. The procedure to implement the impeachment to remove from the Board any member shall be as follows:

(i) - The charges against any Board member must first be presented, in writing, to the Executive Committee, through the Executive Director/President of the Corporation, with a copy of the charge(s) sent to the Board member so charged.

(i i) - The Executive Committee shall evaluate the charge(s) and make appropriate recommendation to the Board of Director within 5 working days of receipt of the charge(s).

(i i i) - The Board member so charged has the right to appear before the Board of Directors, if she/he so desires, when the Board will be discussing the charges. It is at the discretion of the Board if the member so charged can bring legal counsel to the meeting where the charges will be discussed.

(i v) - When the Board has made its determination of the charges, the member will be notified, in writing, the decision. Most of the Board is necessary for a decision to be taken. The decision of the Board shall be one of the following:

- dismissal of the charges
- censure without removal
- removal from the Board of Directors

SECTION 4.2 - REMOVAL FOR ATTENDANCE - In the event a Board member is absent from two (2) consecutive regular meetings of the Board, a letter will be sent to the Board member notifying the Board member of their absences. The letter shall solicit a written response of the member's intention concerning membership on the Board of Directors. At the next regular meeting of the Board a decision will be made, regarding the member's status. The Board member's statement, with their permission, will be considered when the Board make its' determination. The Board may vote (by majority vote) to:

(i) - discontinue the member's participation on the Board;

(i i) - excuse the absences;

(i i i) - give the member a set period to solve the problem(s) that has kept them from attending the meetings.

Board members are considered not to be in good standing when they have missed two (2) consecutive unexcused meetings of the Board of Directors.

ARTICLE 5 OFFICERS

SECTION 5.1 - CLASSIFICATION - The officers of the Corporation shall be Chairman, **Vice Chairman* (at maximum capacity of 9 only), Secretary and Treasurer, or such officers as the Board may determine is necessary.

SECTION 5.2 - ELECTION OF OFFICERS - The officers shall be elected at the first meeting of the Board of Directors that is to be held after the annual meeting. They are elected for a period of two years, except that in the case of any vacancy occurring in any office, a successor may be elected at any regular or special meeting of the Board to complete the unexpired term of the vacant office.

SECTION 5.3 - DUTIES OF CHAIRMAN - The Chairman shall preside at all meetings of the Board of Directors, shall demonstrate an interest in all affairs of the Corporation, shall be an ex-officio member of all committees, and shall act as Chairperson of the Executive Committee.

SECTION 5.4 - DUTIES OF VICE CHAIRMAN - The Vice Chairman shall act in the absence of, or inability of the Chairman to act, and while so acting, shall have all the power and authority of the Chairman. She/he is also responsible for seeing that all new board members receive the orientation.

SECTION 5.5 - DUTIES OF THE SECRETARY - The Secretary shall take minutes of all Board and Executive Committee meetings, shall send, or see that they are sent, appropriate notices for meetings, prepare all agendas or see that they are prepared for all meetings, sign all appropriate documents for the Corporation. It is the responsibility of the secretary to make sure that all official documents of the Corporation, the Corporate Seal, and all correspondence of the Corporation are maintained in a safe and confidential place, either in the offices of the Corporation or in his/her personal custody.

SECTION 5.6 - DUTIES OF THE TREASURER - The Treasurer shall have the responsibility for seeing that the fiscal operations of the Corporation are managed in an acceptable manner. The Treasurer shall see that an accounting system is maintained in such a manner to reflect a true and accurate accounting of the financial transactions of the Corporation, and which is in line with Feeding Everyone Daily' fiscal procedure. She/he will see that reports of such transactions are presented to the Finance and Executive Committees, and the Board of Directors that all expenditures for operation are made to the best possible advantage. The Treasurer shall be the Chairperson of the Finance Committee and should have a good working knowledge of accounting procedures and a broad knowledge of finances.

ARTICLE 6 FIDELITY BONDS & INDEMNITY OF OFFICERS, DIRECTORS, AND STAFF

SECTION 6.1 - FIDELITY BONDS - Bonds of fidelity, in amounts determined and approved by the Board, shall be secured, as needed, from a guaranteed company for the Treasurer and such other officers and employees as designated by the Board of Directors. The Corporation shall defray the cost of such bond(s) as money is available for such expenditure.

SECTION 6.2 - INDEMNIFICATION - Every Director, Officer, and employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which she/he may be made a party, or in which she become involved, by reason of him/her being or having been a director, officer, or employee of the Corporation. Any settlement, thereof, whether or not she/he is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjured guilty of an offense which amounts to willful misfeasance; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves settlement and reimbursement as proper in the circumstances. The forgoing right of indemnification shall be in addition to any liability insurance coverage which the Corporation shall obtain for the benefit of such directors, officers, or employees of the Corporation.

ARTICLE 7 FISCAL YEAR/AUDIT

SECTION 7.1 - FISCAL/PERIOD - The calendar year of the Corporation shall begin on January 1st and end on December 31st of the succeeding year. At the end of each calendar year, the Treasurer shall submit to the Board of Directors a full and detailed report of the receipts and disbursements during the preceding year. This report is to be presented to the Board within ninety (90) days of the end of the fiscal year.

SECTION 7.2 - AUDIT - All accounts and books of the Treasurer and the Corporation, together with all supporting data, shall be audited by a firm of disinterested certified public accountants. Said report shall be presented to the Board at its' April Board meeting.

ARTICLE 8 EXECUTIVE DIRECTOR

SECTION 8.1 - HIRING - When deem necessary in the future, the Board of Directors, by resolution, shall select and employ an Executive Director, by vote of the members of the Board at a regular or special meeting. Said Executive Director shall be charged with the management of those operations which carry out the purpose of the Corporation internally, subject to the direction and control of the President and Board of Directors

SECTION 8.2 - RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR - The Board of Directors, President/Executive Director work closely together to insure the orderly conduct of business. Board members are never to undermine the authority of the Executive Director with staff or his capacity as the President when he deals with organizational structures and outside agencies. Board members can be removed from office if they engage in any activities that will undermine the authority of the Executive Director/President (See Section 4. 1).

SECTION 8.3 - EVALUATION OF EXECUTIVE DIRECTOR - The evaluation of the Executive Director of the Corporation, can or will be done every year in a manner determined by the Board.

ARTICLE 9 REMOVAL OF EXECUTIVE DIRECTOR

SECTION 9.1 - REMOVAL OF EXECUTIVE DIRECTOR-The Board has the right to terminate the Executive Director for the following reasons:

(a) Resignation of the Executive Director

(b) Inability to conduct the duties of the office of the Executive Director due to physical and mental incapacity as explained in 9.2

(c) Continue neglect of office duties as explain in 9.3

SECTION 9.2 - PHYSICAL/MENTAL INCAPACITY - In the case of alleged physical and/or mental incapacity of the Executive Director, the Board of Directors shall acquire the assessed report of (2) two standing physicians with wet ink signature affixed to the report. In shall be the responsibility of the Board to present a petition signed by at least two thirds (2/3) of its Directors to the Advisory Council who will form a committee consisting of one third (1/3) members of Advisory Council and one third (1/3) of the Directors to investigate the validity of accusations. If the committee finds that the accusations are valid by a unanimous decision, then a special meeting shall be held by the Board and Advisory Council so that both sides, the Committee and Executive Director can present their arguments. Upon hearing all arguments, a ballot vote to dismiss, retire, or retain the Executive Director shall be held. A two third (2/3) majority vote must be reached on the final discussion. Only the Board of Directors shall be authorized to vote.

(a) At least two certified physicians must provide verbal and written documentation to the Committee that the Executive Director is mentally and/or physically unable to effectively complete the duties required by the Bylaws. Thus, jeopardizing the wellbeing of the Corporation.

(b) The Executive Director must also submit to at least two physical and or mental examinations or forfeit the office of the Executive Director.

(c) The Executive Director has the right to submit written documentation from two selected physicians of his own choice.

SECTION 9.3 - NEGLECT OF DUTIES - It shall be the responsibility of the Board to present a petition signed by at least two thirds (2/3) of its Directors to the Advisory Council who will formulate a committee consisting of one third (1/3) members of Advisory Council and one third (1/3) of the Directors to investigate the validity of the accusations. If the committee, by a unanimous decision, finds that the accusations are valid then a special meeting shall be held by the Board and Advisory Council so that both sides, the Committee and Executive Director can present their arguments. Upon hearing all arguments, a ballot votes to dismiss, retire, or retain the Executive Director shall be held. A two third (2/3) majority vote must be reached on the final decision. Only Advisory Council and Board of Directors shall be authorized to vote.

ARTICLE 10 DEATH OF EXECUTIVE DIRECTOR

SECTION 10.1 - DEATH OF EXECUTIVE DIRECTOR - In the event of the Executive Director's death, the Vice-Executive Director will immediately take over the duties of the Executive Director's office until the end of the term. At such time, the authority to elect an Executive Director shall be by at least two thirds (2/3) majority ballot vote of the Directors present or via teleconference by Directors not present.

ARTICLE 11 DUES

SECTION 11.1- DUES - All Partners of the Corporation shall be required to raise funds for the corporate budget. At the Annual meeting, the corporate budget will be discussed for upcoming fiscal year projections as well as discussing current year figures to measure how successful the fundraising efforts have been for the year. The approved corporate budget for next year will be ratified.

SECTION 11.2- FUNDRAISING - The Board is responsible for raising funds. A Resource Development Committee can be established to research and identify funding sources, as well as, grant writing, proposal writing, etc.

ARTICLE 12 COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 12.1- TITLES - The Board of Directors shall have five standing committees which are:

(i) Executive Committee

(ii) Program Quality committee

(iii) Finance Committee

(iv) Personnel Committee

(v) Planning/Research Committee

All Committees must submit to the Board their recommendations and reports to the Board for final approval.

SECTION 12.2- COMPOSITION OF COMMITTEES - The Executive Director of the Corporation shall recommend to the Board of Director members to serve on the standing committees. Each Committee, at the first meeting following its establishment as a committee, shall elect the Chairperson for that committee. The Chairperson of all standing committees must be a Board member, or the committee cannot be formed, the Board of Directors shall act as a committee of the whole to coordinate the activities and general policies of the various committees.

SECTION 12.3- SPECIAL COMMITTEES - The Board may appoint special committees, composed of board members as well as persons who are not members of the Board, but are associated with the Corporation in some capacity. Such committees shall have only such authority, power, and responsibility as may be delegated to them specifically by the Board of Directors.

SECTION 12.4- CHARGE TO COMMITTEES - The Board of Directors, will give to each committee formed, whether standing or special, a written a written charge of responsibilities and duties of said committee. <u>No committee can be formed to perform a function without a written charge from the Board of Directors.</u>

SECTION 12.5- CHARGE TO EXECUTIVE COMMITTEE - The Executive Committee shall consist of the elected officers of the Corporation (see Article 5 Section 5. 1) and the chairpersons of the standing committees. The Committee shall have the power to transact all regular business of the Corporation between meetings of the Board of Directors, provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Directors and provided further that all the decisions of major importance will be referred to the Board of Directors for the Executive Committee shall constitute a quorum at any meeting of said Committee.

SECTION 12.6 - CHARGE TO PROGRAM QUALITY COMMITTEE - The Program Quality committee is responsible for developing a system or mechanism that will evaluate the services provided by the Corporation to the Board of Directors. The Committee's primary concern is to ensure that the public receives quality services in an efficient, effective, and timely manner. This committee will review, monthly, all complaints received by the Corporation regarding the delivery of Feeding Everyone Daily' services.

SECTION 12.7 - CHARGE TO FINANCE COMMITTEE - The Finance Committee shall be responsible for the following functions or for seeing that these functions are done:

(i) supervision of all funds of the Corporation.

(ii) to ensure that all endowments, trusts, and capital funds, be deposited with a responsible bank or trust company or comparable agency for investments, and that reports from such investments be received and reviewed from time to time.

(iii) that income from endowments, trusts, and capital funds are used in accordance with the terms of the purposes for which they were established.

(iv) supervise the operational funds of the Corporation and shall recommend, in consultation with the Executive Director to the Board purchases of major equipment.

(v) prepare and submit to the Board of Directors at its May Board meeting a comprehensive budget showing expected receipts and expenses for the incoming year.

(vi) examine quarterly, or as often as necessary, the securities of the Corporation.

(vii) prepare a quarterly financial statement of the Corporation in the form prescribed by the Board of Directors.

(viii) conduct an annual review of all insurance policies of the Corporation and shall renew, negotiate, and purchase such coverage as is necessary to protect the assets of the Corporation. In reviewing risks to be insured, the Committee shall be assisted by the Executive Director and the Fiscal Office, who shall make suggestions concerning hazards arising out of use of the Corporations' real estate, supplies, personnel, visitors, clients, and medical malpractice.

(ix) shall cause an audit to be made annually of all books, receipts, and disbursements of funds; review all contracts to ensure compliance, and report to the Board of Directors on findings and recommendations.

(x) conduct an annual review of the Corporation's salary plan, employee fringe benefits and related personnel policies as they relate to the financial aspect of the Corporation. Make recommendations for general and special adjustments to said plan, benefits, and policies as they affect the budget of the Corporation.

SECTION 12.8 - CHARGE TO PERSONNEL COMMITTEE - The Personnel Committee is responsible for carrying out the work necessary to provide the Board with all information needed to make sound personnel decisions. The Committee is responsible to review and make recommendations to the Board for changes to the Personnel Policies. The committee is to function in those areas outlined in the Personnel Policies which relate to the "grievance procedure", and to ensure that the Personnel Policies are being adhered to and enforced. This committee will review the wage and salary plan, position classification plan, the employee handbook, the evaluation tool to be utilized, the personnel practices and procedures, and develop a mechanism to ensure that the Corporation has an accurate record of all individuals who are employed by the corporation and the salary and benefits they receive.

SECTION 12.9 - CHARGE TO PLANNING/RESEARCH COMMITTEE - The Planning/Research Committee is responsible for looking at the various components of Feeding Everyone Daily that impact on the Corporation's future growth and prosperity. They will look at new programs that will help meet the long-range goals of the organization, the impact of existing Programs on the target population, and on publications of the programs of the Corporation.

ARTICLE 13 AUTHORIZED SIGNATORIES

SECTION 13.1 - SIGNATURES - The authorized signatories for all contracts or legal documents to be signed by the Corporation will be the Executive Director, who also serve as the President, and Treasurer as required by the contract. The authorized signers for all checks will be the Chairman, Executive Director, Treasurer, Secretary and President. At least two of the five individuals must sign each check.

ARTICLE 14 MISCELLANEOUS PROVISIONS

SECTION 14.1 - CORPORATE SEAL - The Corporate Seal shall be circular in form and shall contain the name of the Corporation, the year of its creation, and the words, "Corporate Seal – South Carolina". Said seal shall be used by causing it or a facsimile thereof to be pressed or affixed or reproduced other otherwise.

SECTION 14.2 - PARLIAMENTARY PROCEDURE - The Parliamentary procedure governing the Corporation's transactions of business at all meeting, whether Board or Committee, shall be that of "Robert's Rule of Order" except as may otherwise be provided in the Corporation's own Charter of By-Laws. (*see attached document*)

ARTICLE 15 AMENDMENTS

SECTION 15.1- AMENDMENTS - These Bylaws may be amended at a regular or special meeting of the Board of Directors of the Corporation by majority vote of those members present at such meeting, provided that copies of such amendments have been mailed to each Board member at least fifteen (15) days prior to the meeting at which the proposed amendments are presented for adoption.

SECTION 15.2 - REVIEW OF BY-LAWS - The Board shall decide whether to review the by-laws each year. If they so, determine to do so they will set up the appropriate Committee.

APPROVED BY THE BOARD OF DIRECTORS OF FEEDING EVERYONE DAILY, INC.

01/05/2021
DATE

[signature]
CHAIRMAN

[signature]
SECRETARY

[signature]
TREASURER