**BYLAWS OF**

FEEDING THE SPIRIT

**ARTICLE I. NAME**

* 1. **Name**. The name of the organization shall be Feeding the Spirit. The organization shall be referred to as FEEDING THE SPIRIT in these bylaws.

**ARTICLE II. PURPOSE**

1. **Purpose**. The organization is created exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The purpose

of the organization is to provide free community meals, temporary emergency shelter, rent assistance and other assistance to those in need in our community without

discrimination or eligibility criteria. As such, the organization is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III. PRINCIPAL OFFICE

1. **Principal office**. The principal office of the organization shall be located at 611

Southwest Avenue, Greensburg, Pennsylvania 15601.

**ARTICLE IV. BOARD OF DIRECTORS**

4.01 **General powers.** The Board of Directors is that group of persons vested with

management of the business and affairs of the organization.

* 1. **Number**. The number of Directors shall be no more than twelve (12).

4.03. **Tenure and Qualification**. The Board of Directors shall be constituted as follows:

The Directors shall be elected by majority vote at the January and July meetings of the Board of Directors. Four Directors shall be elected at each biannual meeting to serve four-year terms. The Board of Directors shall fill any vacancy occurring in this position at a time other than term expiration. The new Director appointed to fill a vacancy will serve for the unexpired term of the predecessor in office.

Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified. The term of Directors elected at the January and July meetings shall commence on February 1/August 1 respectively.

**ARTICLE V. MEETINGS**

 5.01 **Regular Meetings.** The Board of Directors shall meet a minimum of four (4) times per year.

 5.02 **Special Meetings**. Special meetings of the Board of Directors may be called at any time by the President of the organization, and shall be called by the President upon

 receipt of the written request of two (2) of the Directors.

 5.03 **Notice of Meetings.** Notice of meetings may be given either personally, by telephone, or electronically. The business to be transacted at or the purpose of, any biannual, regular, or special meeting of the Board of Directors or any committee shall be specified in the

notice of such meeting.

 A. Notice of each quarterly meeting of the Board of Directors, setting forth the time and place of the meeting, shall be given to each Director not less than ten (10) days prior to the time fixed for the meeting.

B. Notice of each special meeting of the Board of Directors, setting forth the time

and the place of the meeting, shall be given to each Director not less than

twenty-four (24) hours prior to the time fixed for the meeting.

 5.04 **Waiver of Notice.** A Director may, in writing, waive notice of any meeting of the Board of Directors, either before, at, or after the meeting. Attendance of a Director at a meeting of the Board shall constitute waiver of notice of that meeting.

 5.05 **Quorum and Voting.**

1. A quorum shall consist of a majority of the members of the Board of

Directors. No business shall be considered by the Board at any meeting at which the required quorum is not present.

B. Each Director shall have one (1) vote on each matter submitted to a vote of the Board.

 C. Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the President in advance of the meeting. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the

 contrary.

 5.06  **Compensation**. The Executive Director of the organization may be paid a stipend as

 approved by the Board of Directors. The Board of Directors shall not receive any stated salaries for their services.

 5.07 **Removal.** Any individual Director may be removed from his or her position without

 assignment of cause by the vote of at least two-thirds of the Board of Directors. In

 addition, the Board of Directors may declare vacant the office of a Director for the

 following reasons:

(a) a declaration of unsound mind by an order of court;

 (b) the conviction of a felony;

 (c) the failure to comply with the bylaws and/or conflict of interest policy; or

 (d) the failure to accept such office either in writing or by attending a meeting of the Board of Directors within 60 days after notice of selection to the Board of Directors.

**ARTICLE VI. OFFICERS**

6.01 **Election of Officers.** Officers shall be elected by the Board of Directors from among their members at any regularly convened meeting. The Board of Directors shall elect

 officers to the following positions:

(a)President

(b) Vice President

(c) Treasurer

(d) Secretary

6.02 **Terms of Officers.** Each officer will hold office for a term of four years, with an option of a two-year extension, pending board approval or until the officer’s death or until the officer resigns or is removed as provided in these Bylaws.

6.03 **Resignation and Removal.** Any officer of the organization may resign at any time by giving written notice to the Board of Directors of the organization. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.04 **President.** The President shall preside at all meetings of the Board of Directors, and, in general, the President shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.05 **Vice President.** In the absence of the President, or in the event of the President’s inability or refusal to act, the Vice President shall perform the

duties of the President, and when so acting shall have all the powers of and be subject of all the restrictions on the President.

6.06 **Treasurer**. The Treasurer shall have charge and custody of and be responsible for the oversight of all funds and securities of the organization; and in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall be responsible for fiscal operations.

6.07 **Secretary**. The Secretary shall keep a record of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

6.08 **Delegation of Duties.** Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII. MISCELLANEOUS

7.01 **Books and Records.** The organization shall maintain books and records of account with respect to all financial transactions of the organization in accordance with generally accepted accounting principles. Based in these records, the Board of Directors shall engage appropriate persons to complete the annual required filings with Federal and State authorities. All records, books and annual reports of financial activity of the organization shall be kept at the principal office of the organization in Westmoreland County for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying during normal business hours. The organization may charge for the reasonable expense of preparing a copy of a record or report and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

7.02 **Fiscal Year.** The fiscal year of the organization shall be the calendar year.

7.03 **Dissolution.** If at any time the organization shall be dissolved and there shall remain in its possession any property, money, or securities, such property, money and securities shall not be distributed to the members of the organization, but, on the contrary, shall be disbursed for purposes not inconsistent with those of the organization.

7.04. **Loans.** This organization will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

### **ARTICLE VIII. INDEMNIFICATION**

8.01 The organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the organization.

8.02The organization shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the organization or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, partnership, joint venture, trust or other enterprise against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization.

8.03 To the extent that any director, officer, employee or agent of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of the Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection therewith.

8.04Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the organization only as authorized in the specific case upon a determination that indemnification of the director, officer, employee of agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Section, such determination being made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

8.05Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization as authorized in this Article.

8.06The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the organization.

ARTICLE IX. AMENDMENTS

9. **Amendments.** The Board of Directors shall have the power to alter, amend, or repeal these bylaws at any meeting of the Board of Directors by a vote of two-thirds (2/3) of all of the members, provided that written notice of the proposed change is given at least ten (10) days prior to such meeting.

Adopted by the Board of Directors by vote on .

\_\_\_\_\_\_\_\_\_\_\_\_\_\_Directors approving:

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Dominick Domasky, Director

Judith Knapp, Director

Lynn Wagner, Director

Richard Heil, Director

Karen Douglas, Director

John Herrmann, Director

Michele Havrilesko, Director

Monique Mears, Director

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William Ludwig, Director

Brian Root, Director

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Anne-Marie Welty, Director

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