

BYLAWS

OF

FOOD FOR THOUGHT
OUTREACH, INC.

_____, 2021

ARTICLE I – PURPOSE

Section 1. Purpose

Food for Thought Outreach, Inc. (the “Organization”) is a private, non-profit, 501(c)(3) charitable corporation established to combat child hunger by providing meals and educational programs to children in kindergarten through twelfth grade in Walton and Okaloosa Counties. While the Organization shall at all times remain a non-profit 501(c)(3) corporation, the Organization may authorize and form such separate limited liability companies as may be necessary to achieve the goals and purposes of the Organization as may be set by the Board of Directors (“Directors” or “Director” if individual).

ARTICLE II – OFFICES

Section 1. Offices

The Organization shall have and continuously maintain in the State of Florida a registered office and a registered agent, and may have such other offices within or without the State of Florida as the Directors may from time to time authorize.

ARTICLE III – MEMBERSHIPS

Section 1. Memberships

There shall be no members of the Organization.

ARTICLE IV – DIRECTORS

Section 1. Purpose

The activities and assets of the Organization shall be overseen by the Directors, which shall exercise all the power of the Organization and do such acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws. The Directors have fiduciary responsibility and authority and shall be adequately covered by Director and Officers insurance. The Directors shall promote the success of the Organization, conduct fiscal planning and budgeting for the Organization, enhance the Organization’s programs and services, develop future leadership of the Organization, and support and advance the Organization’s mission.

Section 2. Number of Directors

The number of Directors shall be not less than three but not more than nine, excluding the Founder (as defined below).

The Executive Director (as defined below) and any other ex officio advisors to the Directors shall serve as Directors' support staff, attend Directors' meetings and provide professional advice and service to the Directors, but shall not be considered members of the Directors and shall not be entitled to vote on any matters coming before the Directors.

Section 3. Tenure

Directors may serve two consecutive terms of office of three years each, for a total of six years, with a lifetime limit of three terms. If a Director does not want to be considered for a second

term, the Director shall so notify the Secretary on or before April 1 of the year in which the first term ends so that the Nominating Committee (as defined below) shall have sufficient time to select new candidates for such Director's office. Following the completion of two consecutive terms, a Director must remain off the Organization's Board for at least one year before he/she may reapply to be on the Board of Directors.

The Directors shall serve for staggered terms. For the purpose of implementing this staggered term provision, the following shall occur: (i) in 2021, three currently-serving Directors shall resign from the Board, and three new Directors shall be elected; (ii) in 2022, two more currently-serving Directors shall resign from the Board, and two new Directors shall be elected; and (iii) in 2023, the remaining currently-serving Directors shall resign from the Board, and two new Directors shall be elected. For the purpose of this section, the term "currently-serving Director" shall mean any Director elected to the Board prior to the election in 2021. In all subsequent elections, the provisions of Article IV, Section 5 below shall govern.

Notwithstanding the foregoing, this Section 3 shall not apply to the Founder.

Section 4. Qualifications

Every Director shall abide by all rules, regulations, and policies promulgated by the Organization from time to time, including but not limited to, the Values and Ethics Policy, the Conflict-of-Interest Policy, and the Anti-Discrimination Policy. The Directors shall uphold a duty of care and loyalty to the Organization.

Each Director shall work to ensure the Organization is financially capable of continuing its mission, and to that end each Director shall make an annual contribution to the Organization that is financially appropriate for said Director.

The Board of Directors shall be diverse in age, experience, careers, cultures, and backgrounds. There shall be no related persons on the Board of Directors at one time. For purposes of these Bylaws, "related persons" shall be defined as a relationship among any two Directors by blood, marriage, or outside business connection. Blood relations include a Director's family members extended to his/her mother, father, brother(s), sister(s), son(s), daughter(s), grandmother(s), and/or grandfather(s). Marriage relations include a Director's spouse, brother(s)-in-law, sister(s)-in-law, son(s)-in-law, daughter(s)-in-law, mother-in-law, or father-in-law. Outside business connection refers to a Director's business partner, co-worker, superior, or subordinate at the company for which the Director works.

Section 5. Election of Directors

The Nominating Committee shall create a slate of candidates for election to the Board to fill any open Director seats and present the slate to the Directors at a meeting called for that purpose no later than April of each year. The slate must be approved by a two-thirds vote of the Directors in order for the proposed Directors to be elected. The newly elected Directors shall be announced at the last Directors' Meeting of each year.

Section 6. Meetings

The Directors shall have monthly Directors' Meetings. Each Director must attend both the first

and last Directors' Meetings of the fiscal year. Any Director who misses either of the aforementioned meetings or two or more consecutive Directors' Meetings is subject to automatic removal by the Executive Committee.

Section 7. Notice

The President shall provide notice of the Directors' Meeting in writing (by letter or e-mail) at least seven days prior to the scheduled date of the meeting. Other meetings may have less notice in accordance with Florida Statutes.

Section 8. Quorum

The presence of two-thirds of the Directors at any lawfully convened meeting shall constitute a quorum for the transaction of business. A two-thirds vote of those Directors present and voting shall constitute a valid vote, unless otherwise specified in these Bylaws. Proxy votes are not authorized. Electronic voting is not authorized. The President shall notify the Directors of the issues to be considered.

Section 9. Removal

Any Director may be removed at any time with or without cause by a vote of two-thirds of the Directors.

Section 10. Resignation

Any Director may resign at any time by giving written notice to the President or the Secretary. Any 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.

Section 11. Vacancies

Any vacancy occurring in the Board of Directors because of death, resignation, removal or completion of term, or any Director position to be filled by reason of an approved increase in the number of Directors, may be filled by the Nominating Committee.

Section 12. Compensation

Directors may be paid a reasonable compensation, which shall be established and approved by the Board of Directors.

Section 13. Founder

The Founder shall be a permanent member of the Board of Directors, but she shall not count towards having a quorum for Directors' Meetings, and she shall be entitled to vote on matters coming before the Directors only when necessary (i) to break a tie vote of the Directors, or (ii) to protect the Organization's mission, vision, and values.

Section 14. Executive Director

The Executive Director shall be responsible for handling the day-to-day responsibilities of the Organization and for such other matters as are customarily expected of an executive director of a nonprofit organization. For so long as the Executive Director position is filled by the Founder, this role shall be referred to as the Chief Executive Officer ("CEO").

ARTICLE V – OFFICERS

Section 1. Officers of the Organization

The officers of the Organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time deem advisable (collectively, the “Officers”). The Officers shall comprise the Executive Committee.

Section 2. Election of the Executive Committee

All Officers shall have served on the Board of Directors for at least one year prior to election as an Officer. The Officers shall serve two-year terms and shall be elected by a two-thirds vote of the Directors present and voting at the April Directors’ Meeting of each odd-numbered calendar year. The Officers’ terms shall commence August 1 of each odd-numbered calendar year. Notwithstanding the foregoing, for so long as the Founder is serving as the President, this section 2 shall not apply to the President.

Section 3. Responsibilities of Executive Committee

The Executive Committee shall be responsible for (i) handling extraordinary confidential Human Resources issues of the Organization, (ii) approving the slate of proposed Directors presented by the Nominating Committee, (iii) handling any litigation or potential litigation by or against the Organization, and (iv) facilitating long range planning for the Organization. Each Officer shall have such further powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these Bylaws and/or as may be specifically conferred or imposed by the Board of Directors from time to time.

Section 4. President

The President shall have direct supervision over the affairs of the Organization, subject however, to the oversight of the Directors. The President shall perform general corporate duties customarily expected of a President and any specific duties assigned by the Directors. He/She may sign and execute, in the name of the Organization, deeds, mortgages, bonds, contracts or other instruments authorized by the Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Directors, or by these Bylaws, to some other officer or agent of the Organization. The President shall develop and maintain a succession plan for the Organization to ensure the Organization’s continued growth and success.

Section 5. Secretary

The Secretary shall:

- A. Certify and keep at the principal office of the Organization the original Articles of Incorporation and Bylaws of all effective dates, including any such amendments thereto.
- B. Keep at the principal office of the Organization, or such other place as the Directors may order, a book of minutes of all meetings of the Community Council, Directors, and committees.
- C. Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Be custodian of the records of the Organization and assure all documents executed on behalf of the Organization are duly authorized in accordance with the provisions

of these Bylaws.

- E. Assure that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- F. Exhibit at all reasonable times to any Director or Community Councilmember, upon application, the Bylaws of the Organization.
- G. Have the authority to execute contracts as delegated by the President.
- H. In general, perform all duties incident to the role of a Secretary and such other duties as from time to time may be assigned to him/her by the President.

Section 6. Treasurer

The Treasurer shall:

- A. Serve as chair and attend each meeting of the Finance Committee (defined below).
- B. Review monthly, quarterly and annual financial reports prior to the Director's Meetings, and present the Organization's financial reports to the Directors at the Directors' Meetings.
- C. Conduct a biannual review of the Organization's funds with Merrill Lynch.
- D. Provide response to the recommendations of the account manager.
- E. Have authority to sign documents on behalf of the Organization provided by the financial institutions utilized by the Organization.
- F. In general, perform all duties incident to the role of a Treasurer and such other duties as from time to time may be assigned to him/her by the President.

Section 7. Sureties and Bonds

If the Board of Directors so require, any Officer, employee or agent of the Organization shall execute to the Organization a bond in such sum, and with such surety as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Organization, including responsibility for negligence and for the accounting for all property, funds, or securities of the Organization which may come into his/her hands.

Section 8. Removal

Any Officer may be removed at any time with or without cause by a vote of two-thirds of the Directors. Notwithstanding the foregoing, for so long as the Founder is serving as the President, the President may only be removed by a unanimous vote of the Directors.

Section 9. Resignation

The President may resign at any time by giving written notice to the Directors; any other Officer may resign at any time by giving written notice to the President or the Secretary. Any 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. Compensated Officers of the Organization shall give a minimum of thirty days' written notice of their resignation.

Section 10. Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, shall be filled for the unexpired portion of the term by the Nominating Committee.

ARTICLE VI – COMMUNITY COUNCIL

Section 1. Purpose

The purpose of the Community Council is to support the mission of the Organization. The Community Councilmembers shall have no fiduciary responsibility associated with their membership or the performance of any Organization duties. Community Councilmembers are expected to be active fundraisers, volunteers, and community ambassadors for the Organization.

Section 2. Number of Community Councilmembers

The number of Community Councilmembers shall not be less than three nor more than six.

Section 3. Tenure

The Community Councilmembers shall serve for a staggered term of two years. For the purpose of implementing this staggered term provision, in the 2021 election, three candidates shall be elected for two-year terms to expire at the Directors' Meeting in April of 2023, and three candidates shall be elected for one-year terms to expire at the meeting in April of 2022. In all subsequent elections, Community Councilmembers shall serve a term of two years, with up to three new Community Councilmembers elected each year.

Section 4. Qualifications

Community Councilmembers shall have a connection to the community the Organization serves, shall be actively involved with the Organization, and shall be passionate about the Organization's mission.

Section 5. Election of Councilmembers

The President and Executive Director shall create a list of candidates for election to the Community Council and present it to the Directors at the Directors' Meeting in April of each year. Any Community Councilmember or Director may propose a prospective Councilmember for consideration by the President. Each candidate shall be appointed by the President.

Section 6. Meetings

There shall be quarterly meetings of the Community Council. Additionally, Community Councilmembers shall attend the last Directors' Meeting of each fiscal year. Other meetings of the Community Council may be held at the request of the Directors or the Executive Director, who may designate any place within or without the State of Florida as the place for holding such meetings. Consecutive absences from Community Council meetings may result in expulsion of a Community Councilmember.

Section 7. Notice

The Executive Director shall provide notice of the meetings to the Community Councilmembers. Notice of any meeting of the Community Councilmembers shall be in writing (by letter or e-mail) and shall be given at least seven days prior to the scheduled date of the meeting.

Section 8. Expulsion

Any Community Councilmember may be expelled for good cause pursuant to a fair and reasonable proceeding in accordance with Florida Statutes and a vote of three-quarters of the

Directors present and voting said proceeding. The President shall provide the Community Councilmember with written notice in accordance with Florida Statutes at least ten days prior to the proceeding and the vote of the Directors. Any proceeding challenging an expulsion must be commenced within one year after the effective date of said expulsion.

Section 9. Resignation

Any Community Councilmember may resign at any time by giving written notice to the Directors, the President or the Secretary. Any 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.

Section 10. Vacancies

Any vacancy occurring in the Community Council because of death, resignation, expulsion, completion of term or any membership to be filled by reason of an approved increase in the number of Community Councilmembers, may be filled by the President and the Executive Director.

Section 11. Compensation

Community Councilmembers shall not receive any compensation for their services.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees

There shall be an Executive Committee, a Finance Committee, a Nominating Committee, a Bylaws Review Committee, and such other standing committees as the Directors may designate by resolution. All standing committees exist to advise the Directors. The committee members on the Nominating Committee shall be appointed by the Founder for so long as she is also serving as the President; when the Founder is no longer the President, Nominating Committee members shall be appointed by the Directors. All other committee members shall be appointed by the Directors.

Section 2. Advisory Committees

Advisory committees with limited authority/scope may be designated by resolution of the Directors. The Directors may appoint advisory committee members who are not members of the Organization. Each such advisory committee shall include at least one Director, with the committee chair appointed by the Directors. The establishment of advisory committees may support activities such as strategy and membership and shall assist the President in the performance of his/her duties.

Section 3. Finance Committee

The Finance Committee shall be chaired by the Treasurer, and shall consist of the Treasurer, the President and at least one other Director. The Finance Committee shall meet quarterly to review the financial standing of the Organization and shall be responsible for recommending decisions necessary to protect the financial security of the Organization. The Finance Committee shall develop, implement, and maintain the Organization's financial and investment policy.

Section 4. Nominating Committee

The Nominating Committee shall consist of at least two, but not more than three, committee members and shall be appointed by the Founder/President or Directors, as applicable, in August of each calendar year. The Nominating Committee shall begin accepting applications from prospective directors in January of each year, and shall present the final slate of candidates to the Executive Committee in April of each year.

Section 5. Bylaws Review Committee

Commencing at the beginning of the fiscal year in 2028 and every seven years thereafter, the Directors shall appoint a Bylaws Review Committee. The Bylaws Review Committee shall review and propose to the Directors changes to the Bylaws as needed to ensure the Bylaws adhere to current Florida law and reflect the Organization's operation, growth, and mission. Nothing in this Section shall prevent the Directors from considering and adopting changes to these Bylaws in the interim between reviews conducted by any Bylaws Review Committee.

ARTICLE VIII – NOTICES

Section 1. Notices, Waiver of Notice

Whenever any notice is required to be given to any Community Councilmember or Director by statute, or by these Bylaws, whether of a meeting or for some other purpose, it may be given personally or sent to such Community Councilmember or Director by mail or other form of written or electronic communication or by publication in any national publication. When mailed or transmitted electronically, charges shall be prepaid, addressed to the recipient at the address as it is shown on the records of the Organization, or if it is not so shown on such records or is not readily ascertainable, at the place of the principal office of the Organization. If mailed, such notice shall be deemed to be delivered five days after its deposit in the United States mail, as evidenced by the postmark. If notice is given by electronic means, such notice shall be deemed to be delivered when the notice is transmitted electronically. A Community Councilmember or Director may waive notice of any meeting. The attendance of a Community Councilmember or a Director shall constitute a waiver of notice of such meeting, except where such Community Councilmember or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting shall be specified in the notice of such meeting.

ARTICLE IX – INDEMNIFICATION

Section 1. Indemnification

In order to encourage qualified individuals to serve as Directors, Community Councilmembers, officers, employees and volunteers, the Organization shall, to the extent permitted by Florida law, indemnify any such person made, or threatened to be made, a party to any civil or criminal action or proceeding by reason that such person was acting in performance of Organization duties. This indemnification covers judgments, fines, attorneys' fees and reasonable expenses incurred as a result of any action, proceeding or appeal. This indemnification does not cover any legal action or proceeding arising out of or any way connected with such person's employment outside of the Organization or practice of such person's profession; any action or proceeding

arising out of acts in knowing violation of the law, acts committed in bad faith or with malicious purpose, or willful misconduct; any action or proceeding by the Organization in which a person is adjudged liable to the Organization; or any other action or proceeding on which such person is adjudged liable on the basis that personal benefit was improperly received. This indemnification shall continue to a person who has ceased to be a Director, Community Councilmember, officer, employee or volunteer and shall inure to the benefit of his/her heirs, executors and personal representatives.

ARTICLE X – AMENDMENTS

Section 1. Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of two-thirds of the Directors at a meeting called for that purpose.

ARTICLE XI – MISCELLANEOUS

Section 1. Terms

Where the context so requires, the use of the masculine gender shall include the feminine and neuter genders, and the singular shall include the plural, and vice versa.

Section 2. Parliamentary Procedure

Whenever the Bylaws do not provide otherwise, parliamentary procedure in accordance with Roberts' Rules of Order, Rev. Ed., may be used to conduct all Directors' and Community Councilmember meetings.

Section 3. Fiscal Year

The fiscal year shall begin on August 1 and shall end on July 31 of the following year.

Section 4. Effective Date

These (revised) Bylaws are effective as of _____, 2021.