

The Free Meal Center

By-Laws

Approved by the Board of Directors, February 9, 2010

PREAMBLE: The Free Meal Center is a secular, non-profit, charitable organization, operated by five Board of Director members and a network of compassionate volunteers, and funded by donations and grants. TFMC provides nutritious, free, on-site meals in Cape May County, New Jersey to anyone who walks through its doors in a manner that preserves and enhances the dignity of each individual.

Article I: Name. The name of the organization shall be The Free Meal Center, hereafter referred to as TFMC.

Article II: Location. The principal facilities of TFMC are located at 1206 Route 9 South in Burleigh, New Jersey 08210 or any other site deemed acceptable to the mission.

Article III: Purpose. TFMC is established for the purpose of providing nutritious meals at no cost to those who desire or need them regardless of race, creed, gender, or financial need. TFMC may also carry out such activities which the Board of Directors deems appropriate, in conformity with non-profit organizations as described in Section 501(c)(3) of the amended Internal Revenue Code. The fiscal year of TFMC shall be from January 1 through December 31.

Article IV: Limitations.

Section 1: TFMC shall be a secular, equal opportunity and affirmative action organization and shall not discriminate on the basis of age, race, color, creed, sex, financial status, or national origin in persons served, or in the manner of service, as well as in the membership on the Board.

Section 2: Should TFMC operation be dissolved, after provision is made for payment of debts, all property of and donations to TFMC, arising from whatever source, become the property of a Cape May County non-profit, charitable organization designated by the Board, subject to specific conditions of any donation.

Article V: Governance and Oversight. The governance and oversight of TFMC shall be by a Board of Directors, hereinafter referred to as the Board. At a minimum, this shall involve the establishment of policies, staffing, health and safety issues, food/equipment inventory and its procurement, budgetary controls, repair and maintenance, as well as problem resolution.

Article VI: Board of Directors.

Section 1: Powers. The Board shall have all the powers necessary to carry out the above purpose and all the powers of non-profit corporations organized under the laws of the State of New Jersey and in conformity with Section 501(c)(3) of the amended Internal Revenue Code.

Section 2: Number and Selection. The Board shall have five members, which is sufficient to fulfill its responsibilities. To the extent possible, the majority of board members shall be actively involved in the current operation of TFMC and shall be from recommendations received by the Board. Prospective Board members shall apply by December 1 and shall be selected to fill any vacant positions in a manner chosen by the Board.

Section 3: Term. Board members shall serve a term up to one year, ending on December 31, which may be renewed.

Section 4: Removal of a Board Member. A Board member may be removed for good cause by a majority decision of the other Board members. Good cause includes missing two consecutive meetings without good reason, physical or mental incapacity, failure to perform duties as a Board member, or not adhering to the Mission Statement or By-Laws of TFMC.

Section 5: Mission Statement and By-Law Amendment. The Mission Statement or By-Laws of TFMC can only be amended by a super majority vote (four or more affirmative) of the Board. The intent, meaning, and language of “secular, non-profit, charitable organization” may not be altered and will be strictly adhered to.

Article VII: Meetings. Normally the Board shall meet monthly at a place and time determined by the group. Sixty percent (60%) shall constitute a quorum for the transaction of business. Decisions by the Board shall be made by either consensus or majority vote.

Article VIII: Officers. The officers of the Board shall be as follows: Chair, Vice Chair, Recording Secretary, Corresponding Secretary, and Treasurer. A member may hold more than one position, except both Chair and Vice Chair offices.

Article IX: Selection and Term of Officers. Officers shall normally be elected at the December meeting of the Board and serve for a period of one year from January 1 to December 31. Officers shall be selected in a manner chosen by the Board. The term of all officers may be renewed. A vacant position during the year may be filled with Board approval of the candidate.

Article X: Duties of Officers.

Section 1: The Chair shall be the chief officer of TFMC and oversees management of its activities. He/she shall provide an agenda for and preside at all meetings of the Board and insure that Board decisions are implemented. The Chair shall sign contracts on behalf of TFMC except when the Board delegates that responsibility to another officer. The Chair shall be an authorized signature on checks, with a second signature by any Board member. He/she shall perform all other duties consistent with the office as directed by the Board.

Section 2: The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair. The Vice Chair shall be an authorized signature on checks, with a second signature by any Board member. In addition, he/she shall perform other duties which the Board may prescribe.

Section 3: The Recording Secretary shall maintain an accurate listing of Board members, record the proceedings of all Board meetings, maintain an archive of all minutes, insure effective communication between the Board and its members, and perform all other duties consistent with the office as directed by the Board.

Section 4: The Corresponding Secretary shall be responsible for all correspondence, maintain archives of all correspondence, and perform the duties of the Recording Secretary in his/her absence. In addition, he/she shall perform other duties as directed by the Board.

Section 5: The Treasurer shall have the custody of TFMC's funds, shall make all deposits and disbursements, and shall keep an accurate account of receipts and disbursements. He/she shall provide a financial report at all Board meetings as well as an assessment of the financial condition of TFMC. The Treasurer shall further insure that the financial records of TFMC are appropriately audited each year, the results of which are submitted to the Board for review and approval. He/she shall perform all other duties consistent with the office as directed by the Board.

Article XI: Committees. The Board shall establish both permanent and temporary committees, as needed, in order to achieve the mission and purposes of TFMC as well as to facilitate the Board's work.

Article XII: Liability. Individual Board members, volunteers or agents of TFMC shall not be held liable for the debts of TFMC unless there is provable evidence of unauthorized expenditures or illegal actions.

Article XIII: Problem Resolution. Should a disagreement arise between Board members, resolution shall be as follows:

- 1.) Open and direct dialogue which allows for the discussion of differences and the development of compromise solutions.
- 2.) Should the above fail, a vote by Board members shall be taken.

APPROVED by Board of Directors
