

**BYLAWS  
OF  
ROTARY FIRST HARVEST**

**ARTICLE I – OFFICES**

**SECTION 1. NAME**

The name of this corporation is Rotary First Harvest.

**SECTION 2. PRINCIPAL OFFICE**

The principal office and headquarters of Rotary First Harvest, and the place where its records shall be kept, shall be in the main office of Rotary First Harvest, presently located at 7834 S.E. 32<sup>nd</sup> Street, #201, Mercer Island, Washington.

**SECTION 3. OTHER OFFICES**

One or more branch, or other subordinate offices may at any time be fixed and located by the Board of Directors at such place or places within or without the State of Washington as it deems appropriate.

**ARTICLE II – STATEMENT OF PURPOSE**

Rotary First Harvest is a nonprofit, non-partisan corporation established for charitable and educational purposes. Rotary First Harvest is dedicated to obtaining food products and providing them without cost to community food banks, feeding program operators, and other similar organizations. Our mission is:

- To feed the hungry with surplus nutritious produce and other food
- Use existing food distribution and transportation systems
- Use new partnerships for collection
- Maintain minimal operating overhead

**ARTICLE III – MEMBERSHIP**

This corporation shall have no members.

**ARTICLE IV – BOARD OF DIRECTORS**

**SECTION 1. NUMBER AND QUALIFICATION OF DIRECTORS**

The corporation shall have a minimum of seven (7) directors (appointed pursuant to Article IV, section 2), each of whom shall be a Rotarian.

**SECTION 2. MANNER OF APPOINTMENT**

Each Rotary Club in District 5030 shall have the right to appoint one (1) of its members to the Board of Directors. The Executive committee (as defined in Article VII, section 1) shall have the right to appoint at-large directors; provided that, such at-large directors shall be members of Rotary, and provided further that, at no time shall more than fifteen (15) of such at-large directors be serving at the same time. All officers of the corporation, including Active Former Presidents (as defined in Article VII, section 6), are automatically appointed as directors of the corporation.

### SECTION 3. HONORARY DIRECTORS

The following shall be honorary directors: (a) the District Governor of Rotary District 5030 during his/her term of office; (b) Michael Shanahan, (c) Robert Dalglish, (d) all inactive-status, former presidents of the corporation, and (e) such other persons as the Board of Directors may elect; provided that, under subsection (e), the Board shall not appoint more than two (2) persons as honorary directors each year.

### SECTION 4. VOTING PRIVILEGES

- A. All Directors (appointed pursuant to Article IV, section 2), all officers of the corporation (as defined in Article VII) and Active Former Presidents (as defined in Article VII, section 6) shall have voting privileges, be entitled to vote at all membership meetings, and may be extended the privilege of the floor.
- B. Honorary Directors shall not have voting privileges but may be extended the privilege of the floor.
- C. Proxy votes are not permitted.

### SECTION 5. AUTHORITY

The Board of Directors is the governing body of Rotary First Harvest and shall have control of, and be responsible for, the management of the affairs of Rotary First Harvest. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation, as permitted by law, provided that affairs of the corporation shall be managed, and all corporate powers shall be exercised under, the ultimate direction of the Board.

### SECTION 6. COMPENSATION

Directors of the corporation shall serve without compensation; however, subject to approval of the Executive Committee, a Director may be reimbursed for out-of-pocket expenditures incurred in the discharge of duties as a member of the Board of Directors.

### SECTION 7. TERM OF OFFICE

Each director appointed by a Rotary Club in District 5030 shall hold office for one year from the date of his/her appointment or until the June 30<sup>th</sup> immediately following his/her appointment by the applicable Rotary Club, whichever is earlier. An at-large director shall hold office for one year from the date of his/her appointment by the executive committee or until the June 30<sup>th</sup> immediately following his/her appointment, provided that, nothing contained herein shall be deemed to limit the number of terms any at-large director may be appointed to serve. Honorary directors shall hold office until removed by a vote of the Board of Directors, or by the written resignation or death of the Honorary Director.

### SECTION 8. VACANCIES

A vacancy or vacancies in the Board of Directors shall exist when any authorized position of director is not then filled by a properly appointed director, whether caused by death, resignation, or removal of a director. The Board of Directors may declare vacant the office of any director who has been declared legally incompetent or convicted of a felony. The Board of Directors may declare vacant the office of any director (other than an honorary director) who has missed two (2) or more unexcused consecutive regular meetings. If a director's position which was originally filled by a Club becomes vacant, that position may be filled by the Club in question. The director's position held by the District Governor shall be deemed automatically filled by the new District Governor when

s/he assumes office. If an at-large director's position becomes vacant, that position may be filled by the Executive Committee. All other vacancies may be filled by the Board of Directors. Any director may resign effective upon giving written notice to the Board, the President, or the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation.

#### SECTION 9. PROTECTION FROM LIABILITY.

- A. No director shall be liable to the corporation for monetary damages for any conduct as director except for the following:
  - 1) intentional misconduct or a knowing violation of the law;
  - 2) conduct violating RCW 23B. 08.310; or
  - 3) any transaction from which the director would personally receive a benefit in money, property, or services to which the director was not legally entitled.
  
- B. Any person who is or was a director shall, with respect to any proceeding by reason of the fact that such person is made a party, be indemnified to the fullest extent permitted by Washington law as now or hereafter amended, except that such person shall not be indemnified with respect to any proceeding in which such person is adjudged to be liable on the basis that such person personally received a benefit in money, property, or service to which the person was not legally entitled.
  
- C. The corporation may purchase and maintain insurance to protect its directors, or any other person providing services to the corporation or on its behalf, from claims of liability asserted against such person in such capacity whether or not the corporation has the power to indemnify such person.
  
- D. The provisions of this article shall be in addition to and shall not limit any other rights any person may have.
  
- E. Any right created in this article shall be a contract right binding on the corporation as of the date of the conduct alleged. No right created in this article shall be eliminated or reduced by subsequent changes in the law or action of the corporation.

### **ARTICLE V – BOARD OF DIRECTORS' MEETING**

#### SECTION 1. PLACE OF MEETINGS.

Unless otherwise specified in the notice thereof, meetings (whether regular, special or adjourned) of the Board of Directors of the corporation shall be held at such place within the State of Washington which has been designated from time to time by the Board.

#### SECTION 2. ANNUAL MEETING

The annual meeting of the corporation, for the election of officers and the transaction of other business, shall be held during the last regular meeting of the fiscal year.

## SECTION 2. REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held a minimum of four (4) times a year on such dates as the Board of Directors may determine.

## SECTION 3. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called at any time by: the President, any two (2) other officers, or any five (5) or more of the other directors.

## SECTION 4. NOTICE OF MEETINGS.

Regular meetings of the Board of Directors shall be held without the necessity of written notice.

## SECTION 5. QUORUM AND VOTING.

One-third (1/3) of the voting-eligible directors shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors except for those matters described in Section 6 below. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

## SECTION 6. TWO-THIRD (2/3) VOTE REQUIRED.

With respect to decisions regarding the following matters, a two-thirds (2/3's) vote of the directors present at a meeting duly held at which a quorum is present shall be required for such decision to be regarded as the act of the Board of Directors:

- A. Matters which require a greater vote than majority under law,
- B. Terminating the corporation's relationship with Northwest Harvest,
- C. Dissolving the corporation
- D. Hiring or terminating an executive director or other employee performing the function of such executive director,
- E. Terminating an honorary director or any officer, or
- F. Amending these bylaws.

## SECTION 7. ADJOURNED MEETINGS.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned (rescheduled) meeting to the directors who were not present at the time of the adjournment.

## SECTION 8. WAIVER OF NOTICE AND CONSENT.

Notice of a meeting need not be given to any director who attends the meeting without protesting the lack of notice to such director.

# **ARTICLE VI – COMMITTEES**

## SECTION 1. PERMANENT, STANDING COMMITTEES

These shall include the Executive, Nominating and Budget committees.

## SECTION 2. AD-HOC COMMITTEES

These shall be formed on an as-needed basis. All board committees shall be chaired by a board member.

## SECTION 3. ADVISORY COMMITTEES

The Board of Directors may appoint, as needed, an Advisory committee consisting of persons who are not members of the Board but whose experience and advice would be helpful to the Board in carrying out its duties.

## SECTION 4. QUORUM

One-half (1/2) of the members assigned/elected to a committee shall constitute a quorum for the transaction of business.

# **ARTICLE VII – OFFICERS AND EXECUTIVE DIRECTOR**

## SECTION 1. ELECTION AND QUALIFICATIONS

The officers of the corporation shall be known as the executive committee and consist of a President, President-Elect, Past President, one or more Vice Presidents, a Secretary and a Treasurer. Each officer shall be elected at the Annual meeting by the Board of Directors and be a Rotarian.

## SECTION 2. TERMS AND COMPENSATION

The term of office of each of said officers shall be for one year; provided that, nothing contained herein shall be deemed to limit the number of terms any officer may be elected to serve, with the exception of Past President which is for one-year only. Officers shall serve without compensation.

## SECTION 3. REMOVAL AND VACANCIES

Any officer of the corporation may be removed by the Board of Directors at any meeting, pursuant to Article V, section 6. Any officer may resign at any time, upon written notification to the corporation. If a vacancy occurs in any office of the corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term.

## SECTION 4. PRESIDENT

The President shall be the chief executive officer of the corporation. The President's duties will include the general supervision, direction and control of the business and affairs of the corporation. The President shall preside at meetings of the Board of Directors, chair the Executive committee and be an ex-officio member of all other committees.

## SECTION 5. PRESIDENT-ELECT

The President-elect shall, in the absence or disability of the President, perform the duties of the President. The President-Elect will succeed the current President, after the completion of his/her term, into that position.

## SECTION 6. PAST PRESIDENT

The immediate Past President shall serve to provide continuity of leadership, historical guidance, as needed, and such other duties as may be granted or proscribed by the Board of Directors.

Following completion of his/her one-year term, and upon notice to the Board of Directors at the annual meeting, he/she may elect to serve a three-year term on the Board of Directors as "Active Former President." Thereafter, or upon choosing not to elect active-status, he/she shall be entitled to an Honorary Director position as "inactive-status, former president."

#### SECTION 7. VICE PRESIDENT

The Vice President, or one of the Vice Presidents, shall, in the absence or disability of the President and President-Elect, perform the duties of the President. If there is more than one Vice President, the order in which the Vice Presidents shall succeed to the power and duties of the President shall be as fixed by the Board of Directors. The Vice President(s) shall have such other powers and perform such other duties as may be granted or proscribed by the Board of Directors.

#### SECTION 8. SECRETARY

The Secretary shall give due notice of the time and place of all meetings, preserve the records of the proceedings of the corporation, the Board of Directors and the Executive Committee and perform such other duties as usually expectant of such an officer. The Secretary shall have custody of the Corporate Seal, records and general archives of the corporation, except as they may be expressly placed in the charge of others as directed by the Board.

#### SECTION 9. TREASURER

- A. The Treasurer shall be responsible for the financial affairs of the corporation and shall cause the books of account, at all reasonable times, to be open to inspection by any director.
- B. The Treasurer shall render to the President and the Board of Directors, whenever they may require, accurate accounts of all transactions and of the financial condition of the corporation.
- C. The Treasurer shall do and perform all such duties as usually expectant of such an officer and as may be required by the Board of Directors.

#### SECTION 10. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall be charged with the supervision and the operation of the corporation consistent with the authority granted and the policies established by the Board of Directors.

The Executive committee shall be responsible for evaluating the performance, and reviewing the terms of employment, of the Executive Director on an annual basis.

### **ARTICLE VIII – DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or providing for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively in such manner or to such organizations or groups organized and operated for charitable, educational, literary and scientific purposes, as shall at the time qualify as an exempt organization under section 501©(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the

principal office of the corporation is then located, exclusively for such purposes or to such organizations as the said court shall determine.

## **ARTICLE IX – MISCELLANEOUS PROVISIONS**

### **SECTION 1. INSPECTION OF BYLAWS**

The corporation shall keep at its principal office in this state the original or a copy of these bylaws as amended to date.

### **SECTION 2. NOTICES**

Any reference in these bylaws to the time a notice is given or sent means, unless otherwise expressly provided, the time a written notice by mail is deposited in the United States mails, postage prepaid; or the time any other written notice is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

### **SECTION 3. LOANS PROHIBITED**

No loan shall be made by the corporation to any officer, director or employee of the corporation.

### **SECTION 4. RESTRICTED FUNDS**

Restricted funds received by the corporation shall be used only for the purposes for which they are specified in strict conformity with all conditions imposed upon said funds.

### **SECTION 5. PROVISIONS CONTRARY TO, OR INCONSISTENT WITH, LAW**

Any article, section, subsection, paragraph, sentence, clause or phrase of these bylaws which is contrary to, or inconsistent with, any applicable provision of law shall not apply so long as said provision of law remains in effect. However, such result shall not affect the validity or applicability of any other portions of these bylaws.

## **ARTICLE X – FISCAL YEAR**

The fiscal year of the corporation shall begin on July first (1<sup>st</sup>) and end on June thirtieth (30<sup>th</sup>).

**ARTICLE XI – AMENDMENT OF BYLAWS**

These bylaws may be amended, repealed or new bylaws adopted by the Board of Directors at any regular or special meeting of the Board, if notice of the proposed amendment, repeal or proposal of new bylaws is contained in the notice of the meeting.

**CERTIFICATE OF ADOPTION**

The foregoing revised Bylaws were duly adopted by the Board of Directors on \_\_\_\_\_, 2001 and are effective immediately.

\_\_\_\_\_  
Bill Moffat, President

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Carl Gerling, Secretary