



Heartside Gleaning Initiative Bylaws

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Article I: Organization's Purpose

Heartside Gleaning Initiative (HGI) (The Corporation) is a 501(c)3 "Public Charity", meaning that we receive our funding from the public (through donations and grants), and are organized for purposes to benefit the public interest. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as provision of food to low income individuals and charitable non-profit organizations that comport with section 501(c)3 of the internal revenue code with a focus on those organizations that serve hungry, homeless, and at risk populations.

Article II: Board of Directors

1. Directorship: The Corporation is organized on a directorship basis. The property, business and affairs of the Corporation shall be managed by its Board of Directors.
2. Responsibilities: The members of the board are responsible for directing the HGI, maintaining these bylaws, setting long-term goals, fundraising, and short-term and long-term financial management of the organization. More specifically, board members are to:
 - a. Create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
 - b. Ensure effective planning. The board must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
 - c. Monitor, evaluate, and strengthen HGI's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
 - d. Ensure adequate financial resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. To demonstrate personal stake in the organization, board members are requested (when financially feasible) to make personal financial contributions to the organization as well as to assist with raising funds from external sources.
 - e. Protect assets and provide financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place. Annually, the board will review and approve an annual budget for the organization.
3. Terms and Board Make-up: The board will be made up of a minimum of nine people and a maximum of 17 people. Board members are appointed for a three-year term. If a board member decides to resign prior to the end of the three-year commitment, they are requested to provide 60 days notice to the Chairperson, whenever possible.

The Board will strive to maintain a minimum of two board members who are Heartside neighborhood residents and beneficiaries of the HGI services. Inclusion of minority voices on the Board is an essential principal of HGI.

Confirmation of a nominee requires a vote by the board in accordance with the quorum requirements delineated in Article III. In short, there must be 3 voting officers at all times and a majority rule of those present.

4. **Board Attendance:** Board members are expected to attend the majority of board meetings in a calendar year. Missing 3 consecutive meetings or the majority of meetings in any calendar year is cause for potential removal from the board, subject to a vote by a simple majority of the board. Whenever a board member is going to be absent from a meeting notification of expected absence should be communicated to the Board Chairperson as soon as possible.
5. **Officers:** The Board of Directors will elect four officers; a Chairperson, Vice-Chairperson, Secretary, and Treasurer (Officers). These positions are three-year terms. The Chairperson and Vice-Chairperson positions should be staggered in duration when possible to have continuity between administrations. After 30 months, the Officers will nominate candidates and the board will vote to approve replacement officers. The Chairperson-elect, Vice-Chairperson elect, Treasurer-elect, and Secretary-elect will follow a six month training period alongside the current Chairperson, Vice-Chairperson, Treasurer, and Secretary.
6. **Compensation:** Board members will receive no direct or indirect compensation for performing their duties as a board member.
7. **Chairperson:** The Chairperson shall be the chief presiding officer of the Corporation. The Chairperson shall appoint all committees, subject to the approval of the Board. The Chairperson shall perform such duties appropriate to the office of Chairperson and such other duties as may be assigned by the Board or required by law. The Chairperson shall preside at meetings of the Directors and in his or her absence, the Vice Chairperson will preside
8. **Vice Chairperson:** The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform any other duties prescribed by the Board of Directors or the Chairperson.
9. **Secretary:** The Secretary shall attend all meetings of the Board of Directors and record the minutes of all proceedings. These minutes will be kept electronically as well as in a hard copy book, both of which will be turned over at time of his or her death, resignation or removal from office. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and shall perform any other duties prescribed by the Directors.

10. Treasurer: The Treasurer shall oversee the financial activities of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control shall be returned to the Corporation at the time of his or her death, resignation or removal from office.
11. Other Officers: The board may from time to time appoint other officers to perform duties and exercise authority that the Chairperson assigns or the board prescribes.

Article III: Board Meetings and Voting

1. Frequency: Board meetings shall occur on a quarterly basis, at a minimum, but may be held more often as determined by need and decided by the officers. A majority of officers must be present (in person or via voice and/or video call) to establish quorum. Agenda items must be submitted 48 hours before the start of the meeting to the Chairperson or Secretary. The Chairperson, with input from other board members, will create the meeting agenda. Agenda items will be prioritized based on the discretion of the Chairperson.
2. Voting: The meeting will proceed by addressing each agenda item. When an agenda item requires a vote, a quorum of two-thirds of the board must be available to vote. A simple majority of the quorum will determine the outcome of all votes. Votes may be sent via email or proxy for absent board members as long as a quorum of members is present at the meeting. Outcomes of the vote will be recorded by the Secretary and included in the meeting minutes.

Article IV. Committees

1. Executive Committee. The Board of Directors shall establish an Executive Committee consisting of the officers of the Corporation, and one additional board director to form an Executive Committee of five persons. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors, except that such Executive Committee shall not have power or authority to:
 - (a) Amend the Articles of Incorporation
 - (b) Adopt an agreement of merger or consolidation
 - (c) Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets

- (d) Approve the dissolution of the Corporation or a revocation of dissolution
 - (e) Amend the Bylaws of the Corporation
 - (g) Fill vacancies on the Board
2. Other Committees of Directors. The Board of Directors may designate other committees as deemed appropriate. The committees shall have the authority as delegated to them by the Board of Directors. A committee of Directors may exercise any of the power and authority of the Board of Directors, but only to the extent provided in the board resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. The Board of Directors may designate one or more individuals who are not directors to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote.
 3. Advisory Committees. The Board of Directors may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely in an advisory capacity to the board and may not exercise any of the powers and authority of the board.
 4. Procedure. All committees, and each member thereof, shall be nominated by the Chairperson and approved by vote and serve at the pleasure of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee shall constitute a quorum at the meeting.

ARTICLE V : Indemnification

1. Indemnification: The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action,

suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

2. Rights to Continue: This indemnification shall continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation shall inure to the benefit of the heirs and personal representatives of that person.

Article VI: Finances

All available assets will be kept in a bank account under the name of the organization. At minimum the Treasurer and the Chairperson will be signatories on the account. Non-budgeted expenses above \$500 require board approval.

A budget and finance log will be kept in a spreadsheet that is accessible by all board members. The Treasurer is responsible for keeping this document up to date with respect to revenue, assets, and expenses. The Treasurer will provide a year to date Statement of Financial Position and a Statement of Financial Activity to board members at every meeting. The Treasurer will also supply a summary of the budget upon formal request of any Board member.

Article VII: Beneficiaries

HGI provides food to low income individuals and charitable non-profit organizations that comport with section 501(c)3 of the internal revenue code, with a focus on those organizations that serve hungry, homeless, and at risk populations.

Heartside Gleaning Initiative may decide to operate outside of the Heartside neighborhood with a majority vote by the board of directors, so long as the activity supports the overall mission.

Article VIII: Anti-Discrimination Policy

HGI strives to create an inclusive community in which anyone feels welcome to contribute to our efforts, and we attempt to match each volunteer with an activity suited to his or her capabilities. When welcoming volunteers, we do not discriminate based on sex, sexual orientation, gender, gender expression, age, race, religion, veteran status, language, disability, or any other trait or belief.

Article IX - Conflict of Interest Policy

1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization's (HGI) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions
 - a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - d. A financial interest is not necessarily a conflict of interest. Under Section 3.b., a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
3. Procedures
 - a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
 - b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
 - c. Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - v. Interested persons with a potential conflict of interest will abstain from voting on matters that they may potentially benefit from.
 - d. Violations of the Conflicts of Interest Policy
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- 5. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and

- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article X: General Provisions

- 1. Bylaws Publication: The bylaws will be publicly available on the corporation’s website in standard file formats (e.g. .doc or .pdf). Any changes to the bylaws must be documented and confirmed by a majority of the board. The version of the bylaws will be updated each time they are changed with the date formatted as MMDDYYYY.

- 2. Fiscal Year: The fiscal year of the Corporation shall end on December 31.

Article XI– Dissolution Clause

Upon the dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted: January 17, 2015

Signature/Title

Date

Signature/Title

Date

Appendix A: Board Member's and Corporation's Duties to One Another

As a board member of Heartside Gleaning Initiative, I understand that my duties and responsibilities include the following:

- I am fiscally responsible, with the other board members, for this organization. It is my duty to know what our budget is and to take an active part in planning the budget and implementing the fundraising to meet it.
- I am legally responsible to this organization. I am responsible to know and approve all policies and programs and to oversee their implementation.
- I am morally responsible for the health and wellbeing of this organization. As a member of the board, I have pledged myself to carry out this organization's vision to create a healthy Heartside Community. We facilitate the sustainable redistribution of food "waste" to agencies that feed hungry, homeless, and low income populations while educating communities about nutrition and food justice. I am fully committed and dedicated to this mission.
- I will actively engage in fundraising for this organization in whatever ways are best suited to me. These may include individual solicitation, special events, or writing email appeals and the like.
- I understand that commitment to this board will involve a good deal of time and will probably not involve less than 4 hours per month.
- Every board member is making a statement of faith about every other board member. We are trusting each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, support and approval of all. I know if I fail to act in good faith I must resign, or someone from the board may ask me to resign.

In turn, this organization is responsible to me in a number of ways:

- I will be sent, without request, quarterly financial reports which allow me to meet the prudent person section of the law.
- I can call on other HGI board members to discuss programs and policies, goals and objectives as appropriate.
- Board members will respond in a straightforward and thorough fashion to any questions I have that I feel necessary to carry out my fiscal, legal, and moral responsibilities to this organization.
- HGI will provide directors' and officers' insurance to protect individual board members assets from organizational liability

Appendix B: Annual Conflict of Interest Statement

Director and Officer Annual Conflict of Interest Statement

Name: _____ Date: _____

1) Position:

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold:

_____.

2) I affirm the following:

I have received a copy of the HGI Conflict of Interest Policy. _____(initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that HGI is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax exempt purposes.

_____ (initial)

3) Disclosures:

Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with HGI? Yes No

If yes, please describe it: _____

iii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

iv. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with HGI? Yes No

If yes, please describe it, including when (approximately):

If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

Signature of director _____ Date: _____

Date of Review by Executive Committee: _____