



Vision: *Sharing a warm meal for a better community*

VALUES:

Guest-Focused: We are committed to providing an accessible, reliable service in a positive environment.

Volunteer-Driven: We value our volunteers and their ideas, opinions, and work that sustains our operation.

Community Partnerships: We strive to cultivate relationships and collaborate with community service and business entities to support the nutritional needs of our guests.

Compassionate: We treat our guests, volunteers, and community partners with acceptance, genuineness, empathy, and nonjudgment.

Accountable: We act with transparency and integrity and make strategic, fiscally responsible decisions.

BYLAWS

Article I – Name

The name of this organization is the “Isabella Community Soup Kitchen” (ICSK).

Article II – Mission

We exist to share free meals in a warm, safe environment, where all are welcome.

Article III – Board Membership

Section 1. Any person shall be eligible to be elected as a member of the ICSK Board of Directors, hereinafter referred to as “the Board.”

Section 2. The Board is a working voluntary Board. Monthly board action is essential for the policies and procedures related to day-to-day ICSK operational needs. Each board member shall be informed of the mission, services, policies, and programs established at the ICSK. The Board shall make policies and oversee the general management of the ICSK, which includes management and fiduciary responsibilities. It shall exercise all powers that may be performed by the ICSK under the statutes of the State of Michigan, the Articles of Incorporation, and the bylaws, and by tax-exemption status I.R.C.501(c)(3) of the Internal Revenue Code.

Section 3. The membership of the Board shall consist of not fewer than nine (9) and not more than twenty (20) members, with an optimal number of fifteen (15).

Section 4. Board membership is non-compensatory. Any board member may serve in other capacities at the ICSK and receive expense reimbursement for such service but must resign from the Board upon acceptance of a paid staff position. Board members may be reimbursed for mileage and other expenses that have been pre-approved by the Board.

Section 5. Applicants and interim appointees to the Board shall be reviewed by the Board Development Committee, and recommendations shall be voted on by the Board. The term begins when the applicant accepts.

Section 6. Board member attendance at each monthly meeting is imperative. Each board member is to review the

agenda and relevant material prior to each board or committee meeting. Board members make pivotal decisions and prioritize actions to be taken at each board meeting that affect the strategic short- and long-term direction of the ICSK. In addition to board meetings, each board member is expected to attend fundraising and public events whenever possible. After two unannounced absences in a row from board meetings or a pattern of repeated absence, written notification will be sent to the member by the Executive Committee reminding the member of their responsibilities. The Board may declare a member ineligible for continued membership if the board member's absence hinders the work of the Board. All related discussions will be conducted privately between the Executive Committee and the board member.

Section 7. Each member shall be on at least one standing committee but may serve on *ad hoc* committees as necessary.

Section 8. A board member may request a temporary leave of absence from the Board for a period not to exceed 3 months in a 3-year term. The board member will submit the request for the leave of absence no later than the board meeting preceding the start of the requested leave. The request for a temporary leave of absence must be approved by the Board. A board member on a temporary leave of absence will be considered inactive for voting purposes. When on approved board leave, board members are responsible for remaining knowledgeable of current board actions so that when they return, the working momentum of the Board is maintained.

Section 9. The Board recognizes the talents brought by those who differ in background, abilities, personal identity, religion, culture, and perspective. As such, the Board shall strive to reflect the demographic and socio-cultural characteristics (e.g., ethnicity, gender, age, family income) of the mid-Michigan region it serves.

Section 10. Each board member is encouraged to make a personal financial contribution to the ICSK.

Article IV – Executive Officers

Section 1. Executive Officers of the ICSK are: Chair, Vice-Chair, Secretary, and Treasurer. Executive Officers shall be elected for a three-year term at the December meeting, unless a vacancy needs to be filled. Newly elected Executive Officers will assume their responsibilities January 1 of the following year or within one month of election if a vacancy needs to be filled.

Section 2. The duties of the Executive Officers shall be as follows:

1. The Chair shall:
 - a. preside over all meetings of the Board;
 - b. monitor ICSK's ongoing progress toward its calendar of yearly activities;
 - c. optionally serve as an *ex-officio* member on all committees;
 - d. serve as a co-signer with the Treasurer on checks over \$2,000 issued on behalf of the ICSK;
 - e. create the agenda for board meetings, considering input from Executive Officers, committee chairs, and the Executive Director;
 - f. optionally call committee meetings;
 - g. carry out other such duties as may be assigned by the Board; and
 - h. in the event of an unexpected Executive Officer vacancy, temporarily appoint a person to fill the vacant position(s) until the next monthly board meeting, when the temporary appointment will be voted on by the Board. If the appointment is approved by the Board, it will be considered effective for the remainder of the term of the person being replaced.
2. The Vice-Chair shall:
 - a. serve as Chair of the Personnel Committee;
 - b. assume the responsibilities of the Chair in his/her absence; and
 - c. carry out other such duties as may be assigned by either the Chair or the Board.
3. The Secretary shall:
 - a. record and maintain the minutes of called ICSK meetings;
 - b. make open meeting minutes available to the Board for approval and make them available to the public on request;
 - c. make closed meeting minutes available to the Board for approval in closed session, then re-collect

- them;
 - d. provide the minutes of the previous meeting at the current board meeting.;
 - e. make all corrections to the minutes as approved by the Board;
 - f. maintain a complete set of copies of the board meeting minutes and all official documents and/or paperwork; and
 - g. make any copies of minutes available to the membership and to the general public upon request of the Board or the Executive Officers.
4. The Treasurer shall:
- a. be responsible for payroll, state and federal payroll taxes, and workers' compensation;
 - b. be responsible for the management of ICSK accounts receivable and accounts payable;
 - c. assure the maintenance of complete and up-to-date records of all receipts and disbursements;
 - d. prepare and present a monthly report detailing the information above at monthly board meetings;
 - e. work with the ICSK contract accountant (or representative) to assure proper quarterly and annual financial reports;
 - f. disburse all funds authorized by the Board and co-sign all checks over \$2,000 with the Chair or Executive Director;
 - g. maintain appropriate confidentiality in all matters pertaining to the financial affairs of the ICSK; and
 - h. assure the filing of all financial documents required by local, state, and federal agencies within the required timelines.

Article V – Executive Director

The Executive Director is a paid staff person who is not a voting board member. The Executive Director is accountable to the Board but takes direction primarily from the Chair. The Executive Director shall:

- a. appoint persons to and remove persons from staff positions in accordance with policy and procedural manual directives;
- b. train, supervise, and evaluate paid and volunteer staff per the policy and procedural manual;
- c. ensure the implementation of board policies and procedures;
- d. communicate with outside agencies;
- e. compile an annual statistical report of the ICSK services and finances, including the identification of total meals served, volunteer hours given, donations of food and non-perishables, revenues, expenses, and average per meal costs;
- f. assure the maintenance of an ongoing list of monetary donors;
- g. assist the Chair in the development of board meeting agendas;
- h. serve as an ex-officio member of any committee(s) they choose
- i. provide input and recommendations to the Board regarding policy;
- j. sign all checks less than \$2,000;
- k. prepare checks for all bills and wages over \$2,000 for submission to the Treasurer for signature and oversight by Wednesday following the end of each pay period; and
- l. complete projects assigned by the Board and other duties as included in the position description.

Article VI – Committees

Section 1. General

1. Each board member is expected to serve on at least one committee. Committee appointments shall be made in January of each year or when needed to fill a vacancy, effective immediately. All board members shall have the opportunity to volunteer to serve on the committees of their choice.
2. The Board has final approval of committee membership.
3. No individual board member may chair more than one standing committee.
4. Each standing committee must elect a chair by the February board meeting following the January appointment, with the following exceptions:
 - a. the Board of Directors Chair will serve as Chair of the Executive Committee;
 - b. the Vice Chair will serve as Chair of the Personnel Committee; and

- c. the Treasurer will serve as Chair of the Finance Committee.
5. Each standing committee shall establish a schedule of meetings and keep a written record of its proceedings.
6. To conduct business, a majority of any committee must be present.
7. Each standing committee shall set annual goals to be reported at the March board meeting.
8. Each standing committee shall provide an annual report of accomplishments to be provided to the Board at the November board meeting.
9. Committees and the Executive Director shall work cooperatively to set annual goals and draft annual reports.

Section 2. The Executive Committee shall:

1. consist of the Board Chair and Executive Officers;
2. convene meetings as necessary for confidential or personnel matters or in cases of emergency or urgency (all emergency Executive Committee decisions are in effect until acted upon by the Board at the next board meeting);
3. optionally call a meeting during any board meeting or call a special meeting of the Executive Committee; and
4. regularly (at least annually) review bylaws and recommend any necessary changes.

Section 3. The Personnel Committee shall:

1. be responsible for recommending potential candidates to serve as Executive Officers;
2. report nominations for Executive Officer vacancies at the November board meeting;
3. develop policy and procedure manuals for employees and volunteers;
4. recommend job descriptions, changes in duties of workers, hours and rates of pay, vacation and sick days, and other personnel policies to the Board;
5. recommend to the Board the hiring or dismissal of the Executive Director;
6. maintain systematic interaction with the Executive Director regarding policies and procedures relating to all personnel, employees, and volunteers;
7. develop and implement strategies to market and recruit volunteers; and
8. require board members who also function as regular volunteers to abstain from membership on this committee due to the conflict of interest created in evaluating the Executive Director.

Section 4. The Finance Committee shall:

1. consist of Treasurer and chairs of each standing committee.;
2. communicate fundraising needs to the Fundraising Committee;
3. advise the Board on all matters relating to ICSK finances;
4. maintain systematic interaction with the Executive Director regarding all fundraising endeavors;
5. cooperatively with the Executive Director, make all decisions regarding financial record keeping;
6. assist the Executive Director in scheduling and making regular purchases;
7. monitor trends and forecasts; and
8. prepare the Annual Budget to be presented at the November board meeting.

Section 5. The Capital Assets Committee shall:

1. oversee capital assets including ICSK buildings and outbuilding(s);
2. develop and follow a long-term capital maintenance plan to ensure proper maintenance and replacement of capital assets when necessary;
3. under direction of the Executive Director, oversee contracted capital work on a voluntary basis;
4. develop manuals/policies for use of capital assets;
5. recommend anticipated expenditures related to operational needs to the Board; and
6. include in its annual report the state of capital assets, including asset expenditures for the previous year and the accumulated value of deferred maintenance.

Section 6. The Programs and Services Committee shall:

1. be alert to the needs of ICSK guests and devise programs and services to meet those needs; and
2. assess the impacts of program and services.

Section 7. The Fundraising Committee, in conjunction with the Executive Director, shall:

1. develop all communications for the Annual Fund Development;
2. assist in advertising all fundraising events;
3. create a long-term fund development plan;
4. develop annual fund strategies, including fundraising targets and timetables, to be presented at the March board meeting;
5. provide support to the Annual Fund Development efforts;
6. seek research grant opportunities;
7. write grant proposals; and
8. cultivate major gifts.

Section 8. Special Committees

1. Special committees shall be created as necessary by the Chair, with the authorization of the Board, for such purposes and duration as specified by the Chair.

Section 9. The Board Development Committee shall:

1. annually assess board needs and recommend board membership skills needed for recruitment;
2. be responsible for recruiting applicants for appointment to the Board using at least one public venue and publication; and
3. review all applications for board membership and make membership recommendations to the Board.

Article VII – Meetings

Section 1. The Executive Director's, Secretary's, Treasurer's, and committee reports must be given to the Chair at least five days prior to the next monthly meeting. An agenda and board meeting packet shall be made available to board members at three days prior to the next monthly meeting.

Section 2. An annual Business Meeting shall be held at the end of each year to review fundraising progress and the budget and establish a meeting calendar for the following year.

Section 3. An annual Strategic Planning Meeting shall be held within the month of February to review progress/accomplishments from the previous year and formalize plans for the current calendar year.

Section 4. The yearly schedule of meetings shall be presented at the annual Business Meeting. However, changes to this schedule may be made as necessary pending approval of the Board.

Section 5. A quorum shall consist of a majority (>50% of membership) of the active board members and must include at least one Executive Officer. No meeting shall be conducted without a quorum.

Section 6. Additional meetings may be called at the request of the Executive Officers or any three (3) board members. All board members will be contacted, and a purpose for the meeting shall be stated at the time of contact.

Article VIII – Rule of Order

Section 1. The bylaws of the ICSK shall be amended by a two-thirds (2/3) vote of the Board.

Section 2. Robert's Rules of Order (latest edition) shall be the final parliamentary authority in all matters of procedure.

Article IX – Procedures

Section 1. If a board member(s) sees a problem or a personnel issue, she/he should refer the problem to the chair of the committee responsible for that function.

Article X – Dissolution

In the event of the dissolution of the ICSK, all assets, real and personal, remaining after payment of authorized expenditures shall be distributed to an organization(s) qualified as tax exempt under Section I.R.C.501(c)(3) of

the Internal Revenue Code. The qualified organization or organizations shall be selected by the Board.