



## ISABELLA COMMUNITY SOUP KITCHEN

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

### **VALUES:**

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

**Volunteer-Driven:** We value our volunteers and their ideas, opinions, and work which 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 nonjudgement.

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

## BYLAWS

### **Article 1 - Name**

The name of this organization is the “Isabella Community Soup Kitchen” (ICSK), hereinafter referred to as the *Soup Kitchen*.

### **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 concerned with the provision of well-balanced nutritional meals and food for the hungry and who has expertise or skills in areas deemed needed by the Board, shall be eligible to be elected as a member of the *Soup Kitchen* Board, hereinafter referred to as the Board.

**Section 2.** The ICSK Board is a working voluntary Board. Monthly Board action is essential for the policies and procedures that administer ongoing 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 *Soup Kitchen* which includes management and fiduciary responsibilities. It shall exercise all powers that may be performed by the *Soup Kitchen* under the statutes of the State of Michigan, the Articles of Incorporation, the bylaws, and by the tax-exemption status I.R.C.501(c)(3).

**Section 3.** The membership of the Board shall consist of not less 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 member may serve in other capacities with the *Soup Kitchen* 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 is recommended and accepts.

**Section 6.** Board members shall be appointed to 3-year terms unless appointed to fill a vacancy. Board terms are staggered so that only 1/3 of the Board terms will expire per year, leaving a majority of members to provide continuity to the ongoing work of the Board.

**Section 7.** 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 term and long-term direction of the ICSK. In addition to board meetings, each Board member is expected to be in attendance at fundraising and public events whenever possible. After two unexcused 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 them of their Board responsibilities. The Board may declare a member eligible or ineligible for continued membership if the Board member's absence hinders the work of the Board, with all related discussions to be conducted privately by the Board Chair with the board member.

**Section 8.** Each member shall be on at least one standing committee but may serve on ad hoc committees as necessary.

**Section 9.** A member of the Isabella Community Soup Kitchen Board of Directors may request a temporary leave of absence as a member of 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. To be granted, the request for a temporary leave of absence must be approved by the Board of Directors. A Board member on a temporary leave of absence will be considered inactive for voting purposes. However when on approved board leave, the board member is responsible to remain knowledgeable of current board actions so that when he/she returns, the working momentum of the board is maintained.

**Section 10.** The ICSK Board recognizes the talents brought by those who differ in background, dis/ability, personal identity, religion, culture, and perspective. As such, the Board shall reflect

the demographic and socio-cultural characteristics (e.g. ethnicity, gender, age, family income) of the mid-Michigan region it serves.

Section 11. Each Board member is encouraged to make a personal financial contribution to the organization.

#### **Article IV - Officers**

**Section 1.** Officers of the *Soup Kitchen* are the Chair, Vice-Chair, Secretary and Treasurer. Officers shall be elected for a one-year term at the October meeting of the *Soup Kitchen*. Newly elected officers will assume responsibilities January 1 of the following year. Past officers will remain in mentoring capacity for a period of not less than 6 months.

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

##### **1) The Chair:**

- a) Shall preside over all meetings of the *Soup Kitchen* Board.
- b) Shall monitor soup kitchen's ongoing progress toward calendar of yearly activities.
- c) Has the option to serve as an ex-officio member on all committees.
- d) Serves as a cosigner with the Treasurer on checks issued on behalf of the *Soup Kitchen*.
- e) Shall formulate the agenda for the Board meetings, considering input from staff and Board members.
- f) May call committee meetings.
- g) Shall carry out other such duties as may be assigned by the Board.

##### **2) The Vice-Chair:**

- a) Shall serve as chair of the Personnel Committee, and monitor and review effectiveness of personnel documentation and policy and procedures used at the kitchen, and recommend updating as needed.
- b) Shall assume the responsibilities of the Chair in his/her absence.
- c) Shall carry out other such duties as may be assigned by either the Chair or the Board.

##### **3) The Secretary:**

- a) Shall record and maintain the minutes of called soup kitchen meetings.
- b) Shall make open meeting minutes available to the Board for approval, and make them available to the public on request;
- c) Shall make closed meeting minutes available to the Board for approval in closed session and then recollect them.
- d) Shall provide the minutes of the previous meeting at the current months Board Meeting.
- e) Shall make all corrections to the minutes as approved by the Board;
- f) Shall maintain a complete set of copies of the Board meeting minutes and all official documents and/or paperwork. The Secretary shall also make any copies available to the membership and to the general public upon request of the Board, or the Executive Officers.

##### **4) The Treasurer:**

- a) Shall be responsible for payroll, state and federal payroll taxes, and workers' compensation.
- b) Shall be responsible for the management of ICSK accounts receivables and accounts payables.
- c) Shall assure the maintenance of complete and up-to-date records of all receipts and disbursements; a monthly report detailing this information must be presented at monthly Board meetings.
- d) Shall work with the ICSK contract accountant (or representative) to assure proper quarterly and annual financial reports.
- e) Shall disburse all funds authorized by the Board and cosign all checks with the Chair or Executive Director.
- g) Shall maintain appropriate confidentiality in all matters pertaining to the financial affairs of the Soup Kitchen.
- h) Shall assure the filing of all financial documents required by local, state, and federal agencies within the required time lines.

### **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 serves the Board by:

- a. appointing persons to and removing persons from staff positions in accordance with policy and procedural manual directives,
- b. training, supervising, and evaluating paid and volunteer staff per policy and procedural manual,
- c. ensuring the implementation of Board policy and procedure,
- d. communicating with outside agencies,
- e. Shall complete 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. Shall assure the maintenance of an on-going list of monetary donors.
- g. assisting the Chair in the development of the meeting agendas;
- h. providing input and recommendations to the Board regarding policy;
- i. serving as a check cosigner in the event of the inability of other signatories,
- j. Prepares check for all bills and wages for submission to the treasurer for signature and oversight by Wednesday following the end of each pay period.
- k. Following through on various projects assigned by the Board and other duties as included in position description.

### **Article VI – Committees:**

#### **Section 1. General.**

- a. Each Board member is expected to serve on at least one committee. Committee appointments shall be made in November of each year, effective January following the November appointment. All Board members shall have the opportunity to volunteer to serve on committees of their choice.

- b. The Board has final approval of committee membership.
- c. No individual Board member may chair more than one standing Committee.
- d. Each Committee, with the following exceptions, must elect a chair by the January Board meeting following the November appointment.
  - i. Board of Directors Chair will serve as Chair of the Executive Committee
  - ii. Vice Chair will serve as Chair of Personnel Committee
  - iii. Treasurer will serve as Chair of Finance/ Budget Committee
- e. Each Standing Committee shall establish a schedule of meetings and keep a written record of its proceedings.
- f. To conduct business, a majority of any committee must be present.
- g. Each Standing Committee shall set annual goals, to be reported at the June Board meeting.
- h. Each Standing Committee shall provide an annual report of accomplishments to be provided to the Board by the February Board meeting.
- i. Each Committee shall prepare an itemized proposed annual budget for its activities and provide the proposed budget to the Treasurer by October for the year beginning the following January.
- j. Committees and the Executive Director shall work cooperatively in setting annual goals and making annual reports.

**Section 2. Executive Committee:**

- a. Shall consist of the Executive chair and the Board officers.
- b. The Executive Committee shall convene meetings as necessary for confidential or personnel matters, in cases of emergency or urgency.
- c. May call a meeting during any Board meeting or call a special meeting of the Executive Committee.
- d. All emergency Executive Committee decisions are in effect until acted upon by the Board at the next Board meeting.
  - e. Shall regularly review Bylaws (at least annually) and recommend any necessary changes.

**Standing Committees**

**Section 3. The Personnel Committee:**

- a. Shall be responsible for finding potential candidates to serve as officers.
- b. Shall report their nominations for officers for the following year at the next September meeting. Shall, in the event of an emergency and with the input of the Executive Committee, temporarily appoint a person to fill the vacant position until the next monthly Board meeting. At the next monthly Board meeting, the vacant position will be either confirmed or denied by the Board until the next annual election.
- c. Shall develop policy and procedure manuals for employees and volunteers.
- d. Shall recommend job descriptions, changes in duties of workers, hours and rates of pay, vacation, sick and other personnel policies to the Board.
- e. Shall recommend to the Board the hiring or dismissal of any employee in an executive session of Board meetings. The Executive Director and Personnel Committee shall be responsible for disciplinary actions deemed necessary, with the employee having the right to appeal the decision to the Board. Shall assist the Executive Director with volunteer recognition activities.

- f. Shall maintain systematic interaction with the Executive Director regarding policies and procedures relating to all personnel, employees and volunteers.
- g. Shall develop and implement strategies to market and recruit volunteers.
- h. Shall 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/Budget Committee:**

- a. Shall consist of Treasurer and chairs of each Standing Committee.
- b. Shall communicate fundraising needs to the Public Relations/Fundraising Committee.
- c. Shall advise the Board on all matters relating to the Soup Kitchen's finances.
- d. Shall maintain systematic interaction with the Executive Director regarding all fundraising endeavors.
- e. Shall, cooperatively with the Executive Director, make all decisions regarding financial record keeping.
- f. Shall assist the Executive Director in scheduling and making regular purchases.
- g. Shall monitor trends and forecasts.
- h. Shall prepare the Annual Budget to be presented to the Board of Directors annually by its November meeting.

**Section 5. Capital Assets Committee**

- a. Shall oversee capital assets including Soup Kitchen building, outbuilding(s), Shall develop and follow a long-term capital maintenance plan to ensure proper maintenance and replacement, when necessary, of capital assets.
- b. Shall, under direction of the Executive Director, oversee contracted capital work on a voluntary basis.
- c. Shall develop manuals/policies for use of capital assets.
- d. Shall recommend anticipated expenditures related to operational needs to the Board.
- e. Shall include in its annual report the state of capital assets, including asset expenditures for the previous year and accumulated value of deferred maintenance.

**Section 6. Programs and Services Committee**

- a. Shall be alert to the needs of Soup Kitchen clients and devise programs and services to meet those needs.
- b. Shall assess the impact of program and services.
- c. Shall identify grant opportunities and refer them to the PR/Fundraising Committee.
- d. Shall coordinate with other like-minded service organizations to deliver services more effectively.
- e. Shall compile Executive Director's monthly reports into annual reports of services.

**Section 7. Public Relations/Fundraising Committee**

- a. Shall ensure the Community is aware of the Soup Kitchen services and events and develop annual fundraising strategies.
- b. Shall have co-chairs: a Chair for Public Relations and a Chair for Fundraising.

- c. Shall develop all public communications, including web content, press kits, and letters to the editor (on behalf of Board of Directors).
- d. Shall prepare and/or make presentations about the Soup Kitchen, including requests of the Executive Director.
- e. Shall develop all communications for the Annual Fund Development.
- f. Shall assist in advertising all fundraising events.
- g. Shall create a long-term fund development plan.
- h. Shall develop annual fund strategies, including fundraising target and timetable, to be presented at the Board's August meeting each year.
- i. Shall provide support to the Annual Fund Development efforts.
- j. Shall research grant opportunities.
- k. Shall write grant proposals.
- l. Shall cultivate major gifts.

**Section 8. Special Committees:**

Shall be appointed as necessary by the Chair, with the authorization of the Board, for such purposes and duration as specified by the Chair.

**Section 9. Board Development Committee**

- a. Shall annually assess Board needs and recommend Board membership skills needed for recruitment.
- b. Shall be responsible for requesting applications for appointment to the Soup Kitchen Board using at least one public venue and publication.
- c. Shall review all applications for Board membership and make membership recommendations to the Board.
- d. Shall oversee 3-year Board membership terms, per Article III (Board membership, Section 6).

**Article VII - Meetings**

**Section 1.** The secretary, treasurer's, staff and committee reports must be given to the Chair at least three 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.** The Annual Business Meeting shall be held within the month of November to review fundraising progress and the budget and establish a meeting calendar for the following year.

**Section 3.** The 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 Meeting. However, changes to this schedule may be made as necessary pending Board approval.

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

**Section 6.** Additional meetings may be called at the request of the officers, or any three (3) members of the Board. All members of the Board 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 By-laws of the *Soup Kitchen* 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 *Soup Kitchen*, 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 *Soup Kitchen* Board.