

BYLAWS
OF
INTERFAITH FOOD MINISTRY OF NEVADA COUNTY

(Effective as of January 26, 2016)

CHAPTER 1. GENERAL

101. Name. The name of the organization shall be Interfaith Food Ministry of Nevada County (hereinafter referred to as either "corporation" or "IFM").

102. Organization. The corporation is a tax-exempt, nonprofit public benefit corporation, incorporated April 29, 1987. The corporation's Articles state that it is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Articles further state that the corporation's specific purpose is to provide a coordinated effort by the member churches to supply food to the needy. The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. In the event of the dissolution of the corporation, the remaining assets may only be distributed to a nonprofit, 501(c)(3) entity organized and operated exclusively for charitable purposes.

103. Office. The location of the principal executive office of the corporation is 440 Henderson Street, Grass Valley, in Nevada County, California. The board of directors may change the location of the principal office from one location to another.

104. Purpose. The purpose of this corporation is to provide a coordinated effort by congregations united in Christ, together with other faith communities and the community at large, to supply food to the needy. Additional motivation for the founding of IFM was stated as: "In order to promote religious fellowship, provide cooperative strength for service, and celebrate faith in God, we do hereby form Interfaith Food Ministry of Nevada County."

CHAPTER 2. MEMBER CONGREGATIONS

200. Membership. Membership in the corporation shall be open to any faith-based congregation that: 1) applies for membership and is approved by the board of directors, and 2) pledges to perform the duties of members as stated in these Bylaws. An application for membership received will be presented to the board of directors for decision at its next regularly scheduled meeting. Members may be referred to herein as either "members" or "member congregations."

201. Rights and Duties of Member Congregations.

(a) Appoint Director. Each member congregation shall have the right and duty to appoint one director to actively serve on IFM's board of directors.

(b) Financial and Volunteer Support. Each member congregation shall provide continuing financial and volunteer support to IFM, and shall appoint a volunteer coordinator to manage it's volunteers.

(c) Voting Rights. Member congregations shall have the right to vote on any amendment of the Bylaws, on any election to dissolve the corporation, on the disposition of all, or substantially all, of the corporation's assets, and on any merger and principal terms of same. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. No member congregation may vote by proxy.

(d) Voting Representation. Voting representation at member meetings shall be based on the size of each member congregation: Two votes for the first 300 adult congregation members, plus one vote for each additional 200 adult congregation members or major fraction thereof. Each member congregation may designate a voting representative to cast the member congregation's votes at a member meeting; in the absence of a specific designation, the director appointed by member congregation to serve on the board will also serve as member congregation's voting representative.

(e) Inspection Rights. Member congregations shall have the inspection rights as detailed in these Bylaws and as provided members under the California Nonprofit Public Benefit Corporation Law.

(f) No Transfer of Membership. A membership in the corporation is not transferable, either voluntarily or by operation of law.

(g) No Dues or Assessments. Memberships shall not be subject to dues or assessments.

(h) No Liability. Member congregations are not liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

202. Meetings of Member Congregations.

(a) Annual Meetings of Members. A general meeting of members shall be held annually in January, at such time and place as the board may determine, unless the board determines another month to be appropriate. Any proper business may be transacted at the annual meeting.

(b) Special Meetings of Members. Special meetings of the members may be called by the board of directors, the president, or the signed request of five percent or more of the member congregations. A special meeting called by any person(s) entitled to call a meeting of

the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the president or the secretary of corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person(s) requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

203. Notice of Meeting of Members.

(a) Written Notice Required. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member congregation entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation of electronic video screen communication, if any, by which the voting representatives of member congregations may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

(b) Notice Requirements. Written notice of any meetings of members shall be in writing and shall be given not less 30 nor more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member congregation entitled to vote, at the address of that member congregation as is appears on the books of the corporation or at the address given by the member congregation to the organization for purposes of notice. If no address appears on the corporation's books and no address has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 and 5511(b).

(c) Electronic Notice. Notice given by electronic transmission by the corporation shall be valid only if:

(1) Delivered by (a) facsimile telecommunication of electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication:

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means, or (b) the inability so to deliver the notices to the member becomes known to the secretary, or any other person responsible for the giving of notice.

(d) Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, and if so executed, shall be filed and maintained in the corporation's minute book.

204. Quorum for Meeting of Member Congregations.

(a) If a majority of the member congregations' voting representatives are present (whether or not this constitutes a majority of the total voting representation), that shall constitute a quorum at a meeting of members.

(b) Except where a greater vote is required by the articles of incorporation or bylaws or by applicable law, if a quorum is present, the affirmative vote of two-thirds (2/3) of the total voting representation at the meeting shall be the act of the members.

(c) The voting representatives of the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough voting representatives to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting representatives required to constitute a quorum.

(d) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the voting representatives present, but no other business may be transacted, except as provided in paragraph (c).

(e) When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. The meeting shall not be adjourned for more than 45 days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

205. Termination of Membership.

(a) Terminating Events. The membership and all rights of membership shall terminate on occurrence of any of the following events:

(1) The voluntary resignation of membership by a member congregation,

(2) The dissolution of a member congregation,

(3) The good faith determination by the board that the member congregation has failed to perform its duties as a member congregation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

(b) Procedure. If grounds appear to exist for terminating a member under subsection (a)(3) of this Section, the following procedure shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board.

(3) The board shall decide whether the member should be terminated, and the decisions of the board shall be final.

(4) Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the termination.

CHAPTER 3. BOARD OF DIRECTORS

300. Powers of Board.

(a) General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitation in the articles of incorporation or bylaws regarding action require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercise by or under the direction of the board.

(b) Specific Powers of Board. Without prejudice to the general powers set forth in subsection (a) above of this section, but subject to the same limitations, the board shall have the power to do the following:

(1) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(2) Change the principal office or the principal business office in California from one location to another.

301. Directors.

(a) Number. The number of directors shall be equal to the number of member congregations. Corporate officers are not ex-officio members of the board of directors, but may be appointed as a director by a member congregation. Each director shall have one vote on each matter presented to the board of directors for action. No director may vote by proxy.

(b) Appointment. Each member congregation shall appoint one director to serve on the board of directors.

(c) Duties. Directors are expected to:

(1) attend and actively participate in meetings of the board of directors;

(2) recruit and manage a volunteer coordinator for their member congregations, or serve personally in that role;

(3) recruit volunteers for IFM as needed;

(4) communicate relevant IFM information to their member congregations,

(5) advocate for funding, volunteers and generally for IFM in their member congregations and the community at large; and

(6) participate in IFM activities.

(d) Term. Directors shall serve for a term of one year. Member congregations may designate the same person to serve as director for more than one term.

302. Meetings of the Board of Directors.

(a) Annual Meeting of Board. Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

(b) Regular Meetings of Board. Regular meetings of the board of directors shall be held monthly, or as determined necessary by the board, without notice at such time and place as the board may fix from time to time.

(c) Special Meetings of Board. A special meeting of the board of directors for any purpose may be called by the president or by two-thirds of the directors. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings

(d) Meeting Location. The annual meeting of the board shall be held at the same location as the annual meeting of members. Other meetings of the board of directors shall be held at the principal executive office of the corporation unless another place is stated in the notice of the meeting.

(e) Remote Participation in Meeting. Members of the board of directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

303. Quorum for Meetings of Directors.

(a) A majority of the directors then in office constitutes a quorum of the board of directors for the transaction of business except adjournment.

(b) Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which

a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) indemnification of directors.

(c) A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of some directors from that meeting if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(d) 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 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

304. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the board. Action by written consent has the same force and effect as the unanimous vote of the directors.

305. Director Vacancy.

(a) Filled by Member Congregation. A vacancy occurring in the office of director whether due to death, removal, resignation, inability to serve, or any other reason, shall be filled by the member congregation that appointed the director.

(b) Resignation. Any director may resign effective on giving written notice to the president, the secretary, or the board of directors of the corporation. The notice may specify a later time for the effectiveness of the resignation.

(c) Removal Events. The board may declare vacant the office of a director on the written consent of the appointing member congregation and the occurrence of any of the following events:

(1) The director has been declared of unsound mind by a final order of court.

(2) The director has been convicted of a felony.

(3) The director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.

(d) Removal by Member Congregation. A director may be removed at any time and for any reason by the member congregation which appointed the director. If a director fails to perform the duties of director, the board may request that the member congregation designate a replacement director.

306. Committees of the Board of Directors.

(a) Committees are of two kinds, those with legal authority to act for the corporation and advisory committees. The former are provided for in paragraph (b) below and the latter in paragraph (c) below.

(b) The board of directors may, by resolution adopted by a majority of the directors then in office, create one or more committees with legal authority to act for the corporation to the extent specified in the resolution creating such committee, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except with respect to:

(1) The approval of any action which also requires member approval.

(2) The filling of vacancies on the board or in any committee.

(3) The fixing of compensation of the directors for serving on the board or on any committee.

(4) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.

(5) The appointment of other committees of the board or the members thereof.

(6) The approval of any self-dealing transaction not permitted by Section 5233 of the Corporations Code to be approved by a committee.

(c) Advisory committees may be appointed to consist of one or more members. Advisory committee membership may consist of directors only or both directors and non-directors or non-directors only, and also may include nonvoting members and alternate members. Advisory committees have no legal authority to act for the corporation, but shall report their findings and recommendations to the board of directors.

CHAPTER 4. OFFICERS

400. Officers and Duties.

(a) Officers. The officers of the corporation are the president, the secretary, and the treasurer. Other officers may be appointed as prescribed in the resolution of the board of directors establishing the office.

(b) President. The president is the chief executive officer and general manager of the corporation. The president shall, subject to the control of the board of directors, supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all meetings of the members and of the board of directors. The president is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation. The president shall have such other powers and duties as the board or the bylaws may require.

(c) Vice President. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(d) Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and action of the board, or committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members represented at members' meetings. The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, at the corporation's principal office, a record of the corporation's members. The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary.

(e) Treasurer. The treasurer is the chief financial officer of the corporation, and, where appropriate, may be designated by the alternate title "chief financial officer." The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct book and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The treasurer shall (1) deposit or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (2) disburse the corporation's funds as the board may order; (3) render to the president and the board when requested, an account of all

transactions as treasurer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

401. Appointment and Removal of Officers.

(a) Annual Appointment. The officers of this corporation shall be chosen annually by the board of directors to serve for a term of one year. Officers shall serve at the pleasure of the board and may serve for more than one term. The same person may hold more than one appointed office, except that neither the secretary nor the treasurer may serve concurrently as the president.

(b) Removal. Any officer appointed by the board of directors may be removed from office at any time by the board of directors, with or without cause or prior notice.

(c) Resignation. Any officer may resign at any time upon written notice to the corporation. Such resignation is effective upon receipt of the written notice to the corporation unless the notice prescribes a later effective date.

402. Execution of Instruments.

(a) Any and all instruments executed in the name of the corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the board of directors. Such authorization may be general or confined to specific instances.

(b) The respective offices and duties thereof as established and defined in these bylaws and by resolution of the board of directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out the duties of the office.

CHAPTER 5. INDEMNIFICATION AND INSURANCE

500. Indemnification of Directors, Officers and Employees.

(a) The corporation may indemnify a director, officer or employee under the provisions of Section 5238 of the Corporations Code, or pursuant to any contract entered into with any employee who is not an officer or director.

(b) Expenses incurred in defending any proceeding may be advanced by the corporation as authorized in Section 5238 of the Corporations Code prior to the final disposition of such proceedings, upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount unless it shall be determined ultimately that the director, officer or employee is entitled to be indemnified.

501. Insurance. The corporation may purchase and maintain insurance on behalf of any director, officer, employee or any other agent of the corporation against any liability asserted against or incurred by the director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's, or agent's status as such.

CHAPTER 6. AMENDMENT

600. Amendment of Articles. The amendment of articles of incorporation is provided for by state law and in general requires the approval of the board of directors, the approval of the members, and the filing of a certificate of amendment in the Office of the Secretary of State.

601. Amendment of Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Notice of the proposed amendments and the meeting to approve same shall be sent to each member congregation at least 30 days prior to that meeting.

CHAPTER 7. RECORDS

700. Corporate Records. The corporation shall keep or cause to be kept a minute book which shall contain:

- (a) Adequate and correct books and records of account.
- (b) Minutes of the proceedings of its members, board, and committees of the board.
- (c) A record of each member's name and address. The record must also note if a membership has terminated and the date on which that membership ceased.
- (d) A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (e) A copy of the bylaws as amended, duly certified by the secretary.

701. Annual Report. The board shall cause an annual report to be delivered to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation for both general and restricted purposes, during the fiscal year.

(e) An independent accountants' report or audit, or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

702. Report of Transactions and Indemnifications. The corporation shall mail to all members a statement of any transaction between the corporation and one of its officers or directors or of any indemnification paid to any officer or director if, and to the extent, required by Section 6322 of the Corporations Code. The statement may be included in the annual report mailed to members.

703. Inspection Rights of Members.

(a) Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the members agent or attorney.

(b) Articles and Bylaws. The corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours.

(c) Membership List. Any member, for a purpose reasonably related to that member's interest as a member, may inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the corporation, which must state the purpose for which the inspection rights are requested.

704. Inspection Rights of Directors. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Such inspection by a director may be made in person or by the agent or attorney, and the right of inspection includes the right to copy and make extracts.

CHAPTER 8. MISCELLANEOUS

800. Community Relations. IFM may exercise friendly cooperation with other local organizations of similar nature and intent, provided that IFM shall at no time sacrifice its own autonomy or right of independent action.

801. Audit. An audit shall be made at least every other year by a person or persons independent of the Board and named by the Board. The report of the audit shall be presented to the board and provided to members.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of INTERFAITH FOOD MINISTRY OF NEVADA COUNTY, a California corporation; and

2. That the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said corporation as duly adopted by the members of said corporation and as duly approved by the board of directors of said corporation at a meeting duly held on January 26, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 26 day of January, 2016

Susan Nelson
Secretary

