

BATAVIA INTERFAITH FOOD PANTRY AND CLOTHES CLOSET BYLAWS

Article I Name

Section 1.01 Name

The name of the corporation shall be the Batavia Interfaith Food Pantry and Clothes Closet (hereafter referred to as “Pantry” and “Closet”).

ARTICLE II Form of Corporation

Section 2.01 Nonprofit Corporation

The Pantry and Closet is incorporated under the Illinois General Not for Profit Corporation Act of 1986.

ARTICLE III Purpose (Mission) and Status

Section 3.01 Purpose

The Pantry and Closet together comprise a not-for-profit organization, sponsored by various Batavia churches and the community at large. Its purpose is to provide food, non-food household and personal items, and clothing for those individuals and families residing in Batavia and Batavia Township in need. The Pantry operates as a not-for-profit organization under the *Bill Emerson Good Samaritan Food Donation Act* of 1996 which clarifies that clients accept all donations with a clear understanding that they will hold harmless the Pantry, its directors, staff, volunteers, and suppliers.

Section 3.02 Nonprofit Charitable Status

No part of the Pantry and Closet’s net earnings shall inure to the benefit of any contributor, director, officer, or other individual; no substantial part of the activities of the Pantry and Closet shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1986 (and any subsequent amendment thereto); the Pantry and Closet shall not participate or intervene in any political campaign on behalf of any candidate for public office; Notwithstanding any other provisions hereof, the Pantry and Closet shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (and any subsequent amendment thereto). The Pantry and Closet does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE IV Registered Office

Section 4.01 Registered Office

The registered office of the Pantry and Closet shall be as stated in the Articles of Incorporation of the Pantry and Closet, as they may be hereafter amended.

Section 4.02 Principal Office

The principal office of the Pantry and Closet shall be at 916 First Street Batavia, IL 60510.

ARTICLE V Board Members

Section 5.01 Board Members

The Board, consisting of volunteer members, contributes their time and talent in different ways based on their abilities and experience and, if possible, are also encouraged to work at a variety of Pantry and Closet volunteer opportunities such as assisting clients, stocking, food drives, and warehouse deliveries. Each church in the City of Batavia and Batavia Township may designate up to two members to attend Board meetings in a non-voting capacity.

Section 5.02 Board Selection

Individuals seeking appointment to the Board of Directors must attend Board meetings for a minimum period of three (3) months prior to being considered for Board membership. Following this period, appointment as a voting member of the Board shall require approval by a majority vote of the existing voting Board members.

Section 5.03 Monthly Board Meetings

The Board shall meet on the second Tuesday of each month at 7 p.m. at the Pantry, unless other arrangements are made by the Board. Board correspondence is sent by the Chairperson to "active" members prior to the meeting. An active member is defined as those who have attended at least four Board meetings in the previous six (6) months. If a Board member is absent for six consecutive months, they are considered "inactive" unless or until they resume attendance. Inactive board members will not receive board correspondence/monthly emails until they resume attendance.

Section 5.04 Special Meetings

Special meetings of the Board may be called by the Chairperson or by written request of at least one-third of the eligible voting Board members. Notice of any special meeting shall be provided to all Board members at least five (5) days prior to the meeting and shall state the purpose of the meeting. Only business stated in the notice may be transacted at a special meeting.

Section 5.05 Voting

Motions voted upon shall be decided by a majority vote of those eligible voting members present. Only active board members shall be eligible to vote. Online attendance is

acceptable and, if necessary for essence of time, email voting is acceptable. The Chairperson will only vote to break a tie. Employees of the Pantry and Closet may provide input to Board decisions, but are not eligible to vote.

Section 5.06 Quorum

A minimum of two-thirds of all eligible voting Board members must be present to constitute a quorum required to enact official business.

Section 5.07 Conflict of Interest

Members of the Board shall not use their position to derive any profit or gain, directly or indirectly, by reason of membership on the Board of the Pantry and Closet, shall not become involved in any business interest or transaction for services or goods with the Pantry and Closet without disclosing such business interest, and shall refrain from participation in decisions which may reflect a conflict of interest. All members of the Board shall have an obligation to disclose any conflict of interest that such person may have during tenure of office so the business interest of the Pantry and Closet will be preserved. Further, it shall be the obligation of each member of the Board to disclose from time to time any conflict of interest which may arise in the course of the regular conduct of the business affairs for the Pantry and Closet. Each Board member is required to annually complete and sign the Conflict of Interest Policy by July 1.

ARTICLE VI Board Officers

Section 6.01 Officers The officers of the Pantry and Closet shall consist of: Chairperson, Vice Chairperson, Treasurer and Secretary.

Section 6.02 Election of Officers

The officers of the Pantry and Closet shall be approved by the Board every two (2) years.

Section 6.03 Term

The Treasurer and Secretary shall each serve a two (2) year term, and may serve consecutive terms without limitation. The Chairperson and Vice Chairperson shall also serve a two (2) year term. The Vice Chairperson will automatically succeed to the position of Chairperson upon completion of the Chairperson's two (2) year term. Terms shall begin July 1st.

Section 6.04 Removal and Vacancy

Any Board Member or officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the entire Board whenever in its judgment the best interests of the Pantry and Closet will be served thereby.

In the event of a vacancy in any officer position, the Board shall appoint a replacement to serve the remainder of the unexpired term at the next regular or special meeting following the occurrence of the vacancy. A vacancy in the position of Chairperson shall be filled by the Vice Chairperson for the remainder of the unexpired term.

Section 6.05 The Chairperson

Chairperson: shall, in conjunction with the Executive Director of the Pantry, construct an agenda, distribute it along with the minutes, and conduct the monthly meeting. The chairperson's duties shall also include, but not be limited to, the following:

1. Be part of the interview team for prospective Asst. Director(s), Director (Closet) and Executive Director.
2. Work with the city of Batavia on facility issues, along with the Executive Director.
3. Create a temporary committee as needed.
4. If Chairperson is on an active committee, they cannot be the Committee Chair.
5. Chairperson, along with Vice Chairperson, will solicit interest from the board for nominations for any committee or officer opening.

Section 6.06 The Vice Chairperson

Vice Chairperson: shall fill in for Chairperson as needed and assist Executive Director as necessary. This position facilitates the Board Member and officer selection process.

Section 6.07 The Treasurer

The Treasurer: shall keep true and current records of all financial transactions of the Pantry and Closet, prepare and transmit required reports to regulatory agencies; prepare employee paychecks, be responsible for tax withholding forms and reporting; and report on all financial accounts at the monthly Board meetings.

Section 6.08 The Secretary

The Secretary: shall maintain a roster of voter eligible Board Members and report it to the State as required; record the minutes of each Board meeting and provide to Chairperson.

Article VII Committees

Section 7.01 Committee Structure

There will be four main standing committees. Each Committee will have a Committee Chair and the number of committee members requested by the Committee Chair, will be approved by the Board as needed. The activities of the Chair and committees will be undertaken to meet the procedures, objectives and goals established by the Board.

Section 7.02 Human Resources (HR) committee:

1. Develops and maintains Lists of Duties, Job Description of the Executive Director, Performance Appraisal Plans, and Offer-of-Employment Letters, as needed.
 - a. Reviews qualifications of candidates for open positions with the Executive Director and selects individuals for interviews.
 - b. The Executive Director will interview and hire non-Director level staff with assistance from HR if needed and with board approval.
 - c. The top two candidates identified by HR for open Executive Director positions may, following a committee vote, be introduced by an HR committee member to a select group of active Pantry/Closet volunteers and staff (possibly up to ten individuals). There could then be a session of questions and answers and a tour of the facilities. Based on these interactions, this group could choose to provide to HR its impressions of both candidates and, based on a consensus vote, express to HR its preferred candidate and provide written reasons why. This information would be considered by HR prior to that committee's decision to recommend one candidate to the Board for final hiring approval.
2. Conducts annual review of the Executive Director by June 1. Confirms that the Executive Director conducted reviews of Director (Closet), Assistant Director and Staff and provides a summary to HR committee.
 - a. Review and evaluate compensation for the Executive Director and staff, and make recommendations to the Board of Directors regarding annual salary adjustments.

Section 7.03 Marketing and Promotions committee

The Marketing and Promotions Committee will work in conjunction with the Executive Director to:

1. Schedule and coordinate fund-raising events.
2. Coordinate Pantry and Closet Website updates with the Webmaster.
3. Promote Pantry and Closet.

Section 7.04 Operations committee

The Operations Committee will work in conjunction with the Executive Director to:

1. Maintain the equipment, vehicles, and building.

2. Work with the employees and volunteers to maintain the safest environment possible.

Section 7.05 Finance Committee

The Finance Committee will:

1. Review emergency fund needs for Pantry and Closet ensuring at least 6-8 months of operating capital.
2. Perform quarterly audit of transactions.
3. Approve any purchase over \$5,000 with Executive Director and report to Board at subsequent monthly meeting.
4. Review any purchase over \$10,000 and present to Board for approval.
5. Review current investment accounts, quarterly, to ensure term and interest rates meet current Pantry and Closet goals and timelines.
6. Oversee review of transactions by outside CPA firm (informal audit).

Article VIII Books and Records

Section 8.01 Retention of Records

The Pantry and Closet shall keep complete and accurate books and records of its activities. Such records shall be retained for the following periods:

1. Meeting Minutes – Minutes of all meetings of the Board of Directors and any committees shall be maintained permanently.
2. Bylaws – Current bylaws shall be maintained at all times. Superseded versions shall be retained for a period of six (6) years following the date of amendment.
3. Register of Board Members and Officers – A current and historical register of Board members and officers shall be maintained and retained for a period of seven (7) years after service ends.
4. Tax and Financial Records – All tax filings, supporting documents, and related financial records shall be retained for a period of at least seven (7) years.

5. Contracts and Agreements – All contracts, leases, and other agreements shall be retained for a period of at least five (5) years following their expiration or termination.

Section 8.02 Place

The records provided for herein shall be kept at the Pantry and Closet's principal place of business.

Article IX Fiscal Year

Section 9.0 Fiscal Year

The fiscal year of the Pantry and Closet shall end on June 30th of each year.

Article X Transaction of Business

Section 10.01 Property

The Pantry and Closet shall make no purchase of property nor sell, mortgage, lease or otherwise dispose of property unless authorized by a majority vote of the Board.

Section 10.02 Contracts and Financial Authority

Except as otherwise provided in these Bylaws or authorized by the Board, no officer, agent, or employee shall have the authority to enter into any contract, agreement, or financial obligation on behalf of the Pantry and Closet, or otherwise bind the Pantry and Closet in any manner.

Section 10.03 Expenditures

The Executive Director is authorized to approve and enter into contracts and financial transactions on behalf of the Pantry and Closet in an amount not to exceed five thousand dollars (\$5,000) per transaction. Expenses between five thousand dollars (\$5,000) and ten thousand dollars (\$10,000) shall be reviewed and approved by the Finance Committee.

No expenditure, contract, or other financial obligation in excess of ten thousand dollars (\$10,000) shall be authorized or incurred without the prior approval of a majority of the Board.

Section 10.04 Insurance

The Pantry and Closet shall obtain and maintain at all times such insurance as is prudent and necessary, including but not limited to general liability insurance and directors' and officers' liability insurance, in amounts deemed appropriate by the Board.

Article XI Amendments and Approval

Section 11.01 Bylaws

These Bylaws will be reviewed at least every six years by a Board Chairperson selected committee of at least three Board members. Any proposed changes to the Bylaws will be approved by a two-thirds vote of eligible members at a Board meeting.

Article XII Parliamentary Authority

Section 12.01 Parliamentary Authority

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or specified in rules of procedure adopted by the Pantry.

Article XIII Indemnification

Section 13.01 Indemnification

The Pantry and Closet shall indemnify each of its Directors, officers, board members and employees whether or not then in service as such, as well as their executors, administrators, personal representatives and heirs, against all reasonable expenses actually and necessarily incurred by them in connection with the defense of any litigation to which the individual may have been a party because they are or were a Director, officer, board member or employee of the Pantry. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Pantry and Closet for gross negligence or willful misconduct in the performance of his or her duties, or were derelict in the performance of his or her duties as Director, officer, board member or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of their office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer, board member or employee may be entitled.

Article XIV Dissolution

Section 14.01 Dissolution

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 tax code, or shall be distributed to the federal government or a state or local government for a public purpose. Priority will be given to

allocation of funds for purposes of relief to people in need in Batavia and Batavia Township.

Article XV Effective Date

Section 15.01 These Bylaws are effective as of the latest date of revision as noted below and shall replace any previous Bylaws. Any amendment, modification or revision of the Bylaws shall be effective upon adoption there of as set forth in Article XI.

Adopted by (unanimous/majority) vote the Members present at the meeting of the Batavia Interfaith Food Pantry and Clothes Closet on June 9, 2026.