

CAPITAL AREA FOOD BANK

THIRD AMENDED AND RESTATED BYLAWS

ARTICLE I.

MEMBERS

SECTION 1.01. *Members.* The Capital Area Food Bank, a District of Columbia not for profit corporation (the “*Corporation*”) shall not have any members. Accordingly, the Board of Directors shall exercise the rights and powers of members as provided in the District of Columbia Nonprofit Corporation Act (the “*Nonprofit Act*”).

ARTICLE II.

BOARD OF DIRECTORS

SECTION 2.01. *Function of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

SECTION 2.02. *Number of Directors; Qualifications.* The Board of Directors shall consist of not less than 3 nor more than 25 members, including the President and Chief Executive Officer (“*President & CEO*”). The number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 2.04. Directors need not be residents of the District of Columbia. The directors serving on the Board of Directors shall seek diversity and be drawn from the following four constituent groups: (i) the recipient agency/low income community, (ii) the community-at-large, (iii) the food industry (donor) community, and (iv) the business (non-food industry) community.

SECTION 2.03. *Election and Tenure of Directors.* The Board of Directors shall elect directors by the affirmative vote of a majority of the Board of Directors upon the favorable recommendation of the Governance Committee. A director shall be elected to either a three year term or a one year term. The term of any director who has previously served as a director of the Corporation shall be one year and the term of any individual who has not previously served as a director of the Corporation shall be three years. Any director whose term begins in November, December, January, February or March shall serve as if his/her term had begun at the most recent annual meeting in October. Any director whose term begins in April, May, June, July, August or September shall serve as if his/her term had begun at the annual meeting in October subsequent to his/her election. Directors shall not be subject to term limits and accordingly nothing in these Bylaws shall prevent directors from being elected to additional one-year terms. The term of the President & CEO on the Board of Directors shall be coterminous with his or her

service as the President & CEO to the Corporation. Upon election to the Board of Directors and at each annual meeting thereafter, each director shall sign and acknowledge the Corporation's then-current Conflict of Interest Statement and signed copies shall be kept at the principal office of the Corporation. Upon election to the Board of Directors, each director shall sign and acknowledge the Corporation's then-current Governance Roles and signed copies shall be kept at the principal office of the Corporation.

SECTION 2.04. *Removal of Director.* Unless the Nonprofit Act provides otherwise, the Board of Directors may remove any director, with or without cause, by the affirmative vote of a majority of all of the members of the Board of Directors.

SECTION 2.05. *Vacancy on Board.* A majority of the remaining directors, whether or not sufficient to constitute a quorum, and upon favorable recommendation of the Governance Committee, may at any time, fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of such director's predecessor in interest.

SECTION 2.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for (a) the election of (i) directors, (ii) members of the Emeritus Board and (iii) officers and (b) the transaction of such other business as may properly come before the meeting. The Corporation shall hold no fewer than three other regular meetings annually. Annual and regular meetings shall be held on such date and at such place as shall be designated in the notice for such meeting. Unless the Articles of Incorporation, the Nonprofit Act or Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 2.07. *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the Chairperson of the Board, the President & CEO or any two directors. Unless the Articles of Incorporation, the Nonprofit Act or Bylaws provide otherwise, any business may be considered at any special meeting without such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 2.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 24 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 2.09. *Action by Directors.* Unless the Articles of Incorporation, the Nonprofit Act or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 2.10. *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.11. *Compensation.* A director may not receive any compensation or reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board of Directors or any committee thereof. A director who serves the Corporation in any other capacity may receive compensation for such other services pursuant to a resolution of the Board of Directors.

SECTION 2.12 *Attendance at Meetings.* In the event that any director is absent for three or more consecutive regular meetings (which may include an annual meeting), the Board of Directors may, in its discretion, deem such absences to constitute a resignation from the Board of Directors by such director.

SECTION 2.13 *Emeritus Board.* The Board of Directors shall create an Emeritus Board of the Corporation to serve in an advisory capacity to the Board of Directors on such matters as requested by the Board of Directors from time to time. The Emeritus Board shall be comprised of individuals who have served with distinction on the Board of Directors of the Corporation or have otherwise supported the work of the Corporation in a significant manner. The Board of Directors may elect the members of the Emeritus Board by the affirmative vote of a majority of the Board of Directors upon favorable recommendation of the Governance Committee. The Board of Directors may remove any member of the Emeritus Board, with or without cause, by the affirmative vote of a majority of the Board of Directors. The Board of Directors shall appoint one or more members of the Emeritus Board to serve as its Chairperson (or co-Chairpersons as the case may be) for a term of one year. The Emeritus Board shall not have any of the powers of the Board of Directors and neither the Emeritus Board, nor any member thereof, shall have the authority to act on behalf of the Corporation.

SECTION 2.14. *President Emeritus.* The Board of Directors shall nominate a President Emeritus by the affirmative vote of a majority of the Board of Directors upon favorable

recommendation of the Governance Committee. The President Emeritus shall serve as a non-voting advisory member of the Board of Directors. The Board of Directors may remove the President Emeritus, with or without cause, by the affirmative vote of a majority of the Board of Directors. The President Emeritus shall not have any of the powers of the Board of Directors and shall not have the authority to act on behalf of the Corporation.

ARTICLE III.

COMMITTEES

SECTION 3.01. *Committees.* The Board of Directors may appoint from among its members one or more standing or special committees comprised of three or more directors and in no event shall any committee member be a non-director. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (a) elect or remove directors or any of the members of any committee, (b) take any action where the directors are acting as members, or (c) adopt, amend or repeal any Bylaws. Each committee may adopt rules of procedure for its business that are not inconsistent with the Bylaws or with the rules adopted by the Board of Directors. The Chairperson of the Board of Directors shall appoint the chairperson of each committee in consultation with the other members of the Board of Directors. A majority of the members of a committee shall constitute a quorum for the transaction of business; provided, however, that the Chairperson of the Board of Directors shall not be counted in determining whether a quorum is present (other than with respect to the Executive Committee). The act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Each committee may assign tasks to other persons or invite non-directors to attend meetings of the committee solely for the purpose of advising the committee, but in no event may such non-directors vote on any course of action decided by the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The Chairperson of the Board of Directors shall be an ex officio voting member of all committees (other than the Executive Committee on which the Chairperson serves as a member but not in an ex officio capacity). The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 2.10. Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (i) the committee shall be sooner terminated, (ii) such member be removed from such committee by the Board of Directors, or (iii) such member shall cease to be a director or otherwise resign from such committee.

SECTION 3.02 *Standing Committees of the Board.* The standing committees of the Board of Directors shall include the following committees and such other committees as the Board of Directors may authorize. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed and re-approved with appropriate revisions at least biannually by the Board of Directors.

(a) ***Executive Committee.*** The Executive Committee shall consist of the elected officers of the Board of Directors, the President & CEO and the chairs of any standing

committees of the Board of Directors. Action taken at any meeting of the Executive Committee will be reported to the Board of Directors in writing no later than the next regular or special meeting of the Board of Directors. The Executive Committee shall have and may exercise when the Board of Directors is not in session all the powers of the Board of Directors that may be lawfully delegated; provided, however, that the Executive Committee shall not make final determinations of policy.

(b) ***Finance Committee.*** The Finance Committee shall assist the Board of Directors in its oversight responsibilities relating to the finance and treasury functions of the Corporation and such other duties as are set forth in the committee charter from time to time and shall meet at least four times a year. The Finance Committee shall include the Treasurer of the Corporation and not more than four other members of the Board of Directors.

(c) ***Audit Committee.*** The Audit Committee shall assist the Board of Directors in its oversight responsibilities of the integrity of the Corporation's financial statements, independent auditors, financial reporting process, internal control systems, compliance and risk management and such other duties as are set forth in the committee charter from time to time and shall meet at least four times a year. The Audit Committee shall include not more than five members of the Board of Directors.

(d) ***Governance Committee.*** The Governance Committee shall assist the Board of Directors in searching for, indentifying and developing potential candidates for the Board of Directors and the officers of the Corporation and such other duties as are set forth in the committee charter from time to time and shall meet at least four times a year. The Governance Committee shall include the Secretary of the Corporation and not more than four other members of the Board of Directors.

SECTION 3.03 *Special Committess of the Board.* The Board of Directors may appoint one or more special committess for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 3.04 *Advisory Committess.* The Board of Directors may appoint one or more advisory committees whose members need not be directors. Any such advisory committees shall not be a committee of the Board of Directors and shall not exercise any of the powers of the Board of Directors. Notwithstanding anything to the contrary in Section 3.01, the Chairperson of the Board of Directors and the President & CEO may appoint members of such advisory committees and, if the Board of Directors so delegates, the chairpersons of such advisory committees. The Blue Jeans Ball Committee shall be an advisory committee.

ARTICLE IV.

OFFICERS

SECTION 4.01. *Executive and Other Officers.* The Corporation shall have a Chairperson, Vice Chairperson, President & CEO, Secretary, and Treasurer who shall be the executive officers of the Corporation. The Corporation may also have one or more assistant officers as may be established by the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as both President & CEO and Secretary of the Corporation. The Chairperson and Vice Chairperson shall be directors; the other officers may be directors. The President & CEO and any assistant officers shall be employees of the Corporation.

SECTION 4.02. *Chairperson.* The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson shall be present; and, in general, shall perform all such duties as are from time to time assigned to the Chairperson by the Board of Directors.

SECTION 4.03. *Vice Chairperson.* The Vice Chairperson, in the absence of the Chairperson, shall preside at all meetings of the Board of Directors at which the Vice Chairperson shall be present. In general, the Vice Chairperson shall perform all duties usually performed by a Chairperson of a corporation and such other duties as are from time to time assigned to the Vice Chairperson by the Board of Directors.

SECTION 4.04. *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 4.05. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President & CEO and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

SECTION 4.06 *President & CEO.* The President & CEO shall be the chief executive officer of the Corporation and report to the Board of Directors. The President & CEO shall (a) be responsible for general supervision of the business and affairs of the Corporation, (b) be responsible for providing broad leadership and direction to the Corporation and (c) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors. The President & CEO shall be an *ex officio* member of the Board of Directors.

SECTION 4.07. *Assistant and Subordinate Officers.* The assistant and subordinate officers of the Corporation are all officers below the office of Secretary or Treasurer and shall be employees of the Corporation. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors or the President & CEO.

SECTION 4.08. *Election, Tenure and Removal of Officers.* The Board of Directors shall elect the executive officers, who shall be elected for terms not to exceed three years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time but such removal shall be without prejudice to the contract rights of such officer, if any. The Board of Directors may fill a vacancy which occurs in any office for the unexpired portion of the term.

ARTICLE V.

FINANCE

SECTION 5.01. *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the Chairperson, the Vice Chairperson, the President & CEO or their respective designees; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

SECTION 5.02. *Fiscal Year.* The fiscal year of the Corporation shall be the twelve calendar month period ending June 30 in each year, unless otherwise provided by the Board of Directors.

ARTICLE VI.

INDEMNIFICATION

SECTION 6.01. *Indemnification.* The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation, partnership, joint venture or other enterprise, whether for profit or not for profit, against liability, including but not limited to judgments, fines, amounts paid in settlement, reasonable attorneys' fees and related expenses, incurred in the performance of such duties or service or incurred while acting in such capacity or arising out of such person's status as such, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, as determined by the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. The Corporation shall also indemnify directors and officers as required by applicable law. The Corporation shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

ARTICLE VII.

MISCELLANEOUS

SECTION 7.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION 7.02. *Books and Records.* The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation, Bylaws and committee charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

SECTION 7.03. *Corporate Seal.* The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 7.04. *Bonds.* The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of the officer's, agent's or employee's duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.05. *Voting Upon Shares in Other Corporations.* Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the Chairperson, the Vice Chairperson or the President & CEO or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 7.06. *Execution of Documents.* A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 7.07. Amendments. The Board of Directors shall have the power to amend the Bylaws by the affirmative vote of two-thirds of all of the members of the Board of Directors provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such meeting.

Approved and adopted by the Board of Directors on January 28, 2014.



Name: Carl Vacketta
Title: Secretary