

Bylaws for Open Table MDI

ARTICLE I — NAME

1.01 — Name

The name of the corporation shall be **Open Table MDI**. It shall be a nonprofit organization incorporated under the laws of the State of Maine.

ARTICLE II — PURPOSE AND POWERS

2.01 — Purpose

Open Table MDI is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of Open Table MDI is to inspire a strong, loving and inclusive community through the sharing of weekly meals. We provide a welcoming place, nourishing food, a listening ear, and acceptance to all — regardless of age, race, gender, gender identity and expression, country of origin, social-economic status, faith background, marital status and family structure, mental and physical ability, immigration status or sexual orientation.

The organization achieves its purpose by:

- Serving a community meal that is open to all
- Providing a healthy, delicious meal that is focused on utilizing organic and local sources
- Serving all people with compassion and respect
- Engaging a team of committed and passionate volunteers
- Striving to build a community of support for our guests who may face challenges beyond food insecurity by establishing relationships and partnering with other community agencies

2.02 — Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 — Nonprofit Status and Exempt Activities Limitation

- (a) Nonprofit Legal Status: Open Table MDI is a Maine non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, employee, member or representation of this corporation shall take any action or carry on any activity by or on behalf of the corporation that is not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deducted under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributed to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution: Upon termination or dissolution of Open Table MDI, any assets lawfully available for distribution shall be distributed to the Bar Harbor Food Pantry.

ARTICLE III — MEMBERSHIP

3.01 — No Membership Classes

The corporation shall have no members who have any right to vote or title of interest in or to the corporation, its properties and franchises.

3.02 — Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, other events or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV — BOARD OF DIRECTORS

4.01 — Board Role, Size, and Compensation

The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to the Executive Directors. The board shall have up to twelve (12), but not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

4.02 — Terms

All board members shall serve two (2) year terms, but are eligible for re-election for up to three (3) consecutive terms.

4.03 — Meetings and Notice

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two (2) weeks in advance, unless otherwise approved by a majority of the Board/Executive Board.

4.04 — Board Elections

During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

4.05 — Election Procedures

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

4.06 — Quorum

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

4.07 — Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two (2) weeks in advance of a board meeting. These

nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

4.08 — Resignation, Termination, and Absences

Resignation from the board must be in writing and received by the secretary. Board members may be terminated from the board due to excess absences, more than two (2) unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths ($\frac{3}{4}$) vote of the remaining directors.

4.09 — Special Meetings

Special meetings of the board shall be called upon the request of the President, or one-third ($\frac{1}{3}$) of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least two (2) weeks in advance, or by approval of the majority of the Board.

ARTICLE V — OFFICERS

5.01 — Officers

The officers of the corporation shall be a board president, secretary and treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint a vice president and such other officers as it deems expedient for the proper conduct of the business of the corporation.

5.02 — Term of Office

Each officer shall serve a one (1) year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of their three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

5.03 — Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the office is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice,

unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 — Board President

The president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, presiding at all meetings of the board of directors or arranging for other members of the Executive Committee to preside at each meeting in the following order: secretary, treasurer. The president shall perform all other duties incident to the office or properly required by the board of directors.

5.05 — Secretary

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary may appoint, with the approval of the board, a director to assist in the performance of all or part of the duties of the secretary.

5.06 — Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The treasurer may appoint, with the approval of the board a qualified fiscal agent to assist in the performance of all or part of the duties of the treasurer.

ARTICLE VI — COMMITTEES

6.01 — Committee Formation

The board may create committees as needed, such as fundraising, special events, etc. The Board President appoints all committee chairs.

6.02 — Executive Committee

The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

6.03 — Finance Committee

The Treasurer is the chair of the Finance Committee, which could include three (3) other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the Executive Directors and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VII — EXECUTIVE DIRECTOR AND STAFF

7.01 — Executive Director

The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive directors will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out all the duties of the corporation. The board can designate other duties as necessary.

7.02 — Other Staff

The board can choose to hire other staff as necessary for the operation of the corporation.

ARTICLE VIII — CONTRACTS, BUSINESS DEALINGS, INDEMNIFICATION

8.01 — Contracts and Other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, leases, deeds, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board. Any contract executed need prior approval by a majority vote of the board.

8.02 — Checks and Drafts

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the President, Treasurer or Executive Director. Any check or draft over \$500 will require approval by the president and treasurer of the board.

8.03 — Deposits

All funds of the corporation not otherwise employed shall be deposited weekly (no later than Friday, 12:00pm, EST) to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee members of the board may select. Donations collected at each weekly supper will be sealed and dated in an envelope, following the meal. The day after the meal, the donations will be delivered to the Treasurer or Executive Board member designated by the Treasurer. For counting purposes and the preparation of the deposit, at least two (2) voting members of the board shall be present. Any donations made, over \$250, will have copies of the check made and a contemporaneous written acknowledgment of a charitable contribution will be prepared for the donor.

8.04 — Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by 100% approval of a quorum of the board present at the meeting where such loan is proposed. Such authority may be general or confined to specific instances.

8.05 — Indemnification

- (a) Mandatory Indemnification: The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were party because they were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.
- (b) Permissible Indemnification: The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents and Employees: An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Maine Law

and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE IX — CODE OF ETHICS AND WHISTLEBLOWER POLICY

9.01 — Purpose

Open Table MDI requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Open Table MDI to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance and service.

9.02 — Reporting Violations

If any director, officer, staff, employee or volunteer reasonably believes that some policy, practice or activity of Open Table MDI is in violation of law, a written complaint must be filed by that person with the Board President or Secretary.

9.03 — Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

9.04 — Retaliation

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy or practice to the attention of Open Table MDI and provides Open Table MDI with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Open Table MDI shall not retaliate against any director, officer, staff, employee or volunteer who in good faith, has raised a complaint against some practice of Open Table MDI or of another individual or entity with whom Open Table MDI has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Open Table MDI shall not retaliate against any director, officer, staff, employee or volunteer who disclose or threaten to disclose to a supervisor or public body, any activity, policy or practice of Open Table MDI that the individual reasonably believes is in violation of a law, or a rule, or

regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

9.05 — Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9.06 — Handling of Reported Violations

The Board President or Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation with five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy is available to all directors, officers, staff, employees or volunteers and they shall have the opportunity to ask questions about the policy.

ARTICLE X — MISCELLANEOUS

10.01 — Books and Records

The corporation shall keep correct and complete books and records of accounts and shall keep the minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.02 — Dedication to Vegetarian Food

Any and all meals served by Open Table MDI at our weekly suppers, special events or fundraisers, at any and all locations, will be consistent with a lacto-vegetarian diet.

10.03 — Fiscal Year

The fiscal year of the corporation shall be from October 1-September 30.

10.04 — Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of the committee with board-delegating powers.

10.05 — Nondiscrimination Policy

The officers, directors, committee members, employees, volunteers, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, gender identity, race, religion, national origin, and sexual orientation. It is the policy of Open Table MDI not to discriminate on the basis of age, race, gender, gender identity and expression, country of origin, social-economic status, faith background, marital status and family structure, mental and physical ability, immigration status or sexual orientation.

10.06 — Bylaw Amendment

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided however,

- (a) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.
- (c) That all amendments be consistent with the Articles of Incorporation.

ARTICLE XI — AMENDMENTS OF THE ARTICLES OF INCORPORATION

11.01 — Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the board of directors.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Open Table MDI were approved by the Open Table MDI Board of Directors on October 3, 2019 and constitute a complete copy of the Bylaws of the corporation.

Secretary Name: Puranjot Khalsa

Secretary Signature:



Date: October 3, 2019