

# **Bylaws of Pepartnership, Inc.**

(revised on 4/27/2021)

## **ARTICLE I MISSION**

We are communities of faith and philanthropy, working together to help persons in need with the essentials of personal and household hygiene, thereby enriching quality of life for them by preserving individual dignity and promoting a healthy household environment.

## **ARTICLE II PURPOSES and ACTIVITIES**

The purposes for which the Pepartnership, Inc. is formed are those set forth in its Articles of Incorporation, as from time to time amended: namely,

- 2.1 Relief to persons in need through the dissemination of products necessary for personal and household hygiene;
- 2.2 Informational efforts aimed at the general public, policy makers and elected officials to communicate the fact and magnitude of the need for personal and household hygiene products in general relief of poverty and financial need;
- 2.3 Collaboration with other agencies and programs involved in similar work;
- 2.4 Development, maintenance, and dissemination of software in support of these activities; and
- 2.5 Other activities that may be determined to be of use in promoting economic and social justice

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise intervening in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue code, or the corresponding section of any future federal code.

## **ARTICLE III BASIC POLICIES**

The following are basic policies of Pepartnership, Inc.:

- 3.1 Pepartnership, Inc., shall be noncommercial and nonpartisan;

- 3.2 The name Pepartnership, Inc. or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the mission and objective of same.
- 3.3 As stated in **Article II** of the Bylaws, **Purposes and Activities**, this corporation may cooperate with other organizations and agencies engaged in similar work and mission, but may only make binding commitments with express written approval of the Board of Directors.

## **ARTICLE IV GOVERNANCE**

- 4.1 **Management.** The management of this corporation shall reside in the Board of Directors and others, as specified herein. It is the function of the Board to determine objectives, philosophy, and official policy and to implement the same.
- 4.2 **Board of Directors**
- 4.2.1 The Board of Directors shall consist of at least five persons with as broad a diversity of experience and expertise in matters of program administration, social justice, poverty, and financial need, as possible.
- 4.2.2 Directors shall serve for a term of two calendar years, and terms shall be staggered. No Director shall serve for more than two consecutive terms; otherwise there is no limit on the total number of terms a Director may serve.
- 4.2.3 Regular meetings will be held by the Board. Unless specifically announced in advance as a closed meeting, all meetings of the Board shall be open to guests. The Board may with unanimous vote move into closed session for discussion of agenda items at an open meeting.
- 4.2.4 The Board may with cause remove any Director at any time by resolution adopted by majority vote. The Director in question shall be allowed vote and voice.
- 4.2.5 Unscheduled vacancies on the Board shall be filled by appointment of the President and with concurrence of the Board.
- 4.2.6 An alternate director may be appointed to attend a board meeting on behalf of a principal director who is unable to attend. The alternate director has the same powers to attend, speak and vote at meetings as the principal director. In the case where both alternate and principal directors are in attendance, only one shall have the power to vote.
- 4.3 **Duties and Powers of the Board of Directors**
- 4.3.1 The Board shall include Directors who serve as President, Treasurer, and Secretary. These are one year commitments with a possible second year extension.
- 4.3.2 A quorum for conducting official business at a meeting of the Board, either in person or teleconferencing, shall be a majority of voting Directors. All actions handled must be documented in the official record and include all attending materials.
- 4.3.3 The principal duties of the President shall be to develop an agenda, preside at all meetings of the Board and to have a general supervision of the affairs of the corporation.
- 4.3.4 The principal duties of the Treasurer shall be general supervision of fiscal affairs including accounting for all monies received and distributed of any and every

nature of the corporation. Responsibility includes oversight of the preparation of financial statements for the Board.

- 4.3.5 The principal duties of the Secretary shall be to keep a safe and systematic record of all documents belonging to the corporation, or in any wise manner pertaining to the business thereof. This responsibility includes keeping a record of all proceedings of the Board.
- 4.3.6 Any vacancy in any office shall be filled by the Board for the unexpired portion of the term.

## **ARTICLE V FISCAL MANAGEMENT**

- 5.1 The fiscal year of Pepartnership, Inc. shall be from January 1st to December 31<sup>st</sup>.
- 5.2 Fiscal Policy and procedure detail is codified in a separate document. Income, including grants and in-kind gifts, and expenditures shall be tracked separately for Pepartnership, Inc. and each pantry in compliance with the stipulations of this document.
- 5.3 Monies designated for Pepartnership, Inc. will be distributed per policy provisions on a quarterly basis

## **ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 6.1 Every Director or officer of Pepartnership, Inc. or other person who has undertaken or is about to undertake any liability on behalf of Pepartnership, Inc., or any other company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of Pepartnership, Inc., from and against:
  - 6.1.1 All costs, charges, and expenses whatsoever with such director, officer, or other person sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of his office or in respect of any such liability; and all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own fraud, willful neglect or default.

## **ARTICLE VII AMENDMENTS**

These bylaws or Pepartnership's Articles of Incorporation may be amended, repealed, or altered in whole or part by a two-thirds majority vote of the full Board without regard to the quorum rules as delineated in these Bylaws at any regular or special meeting of the Board of Directors of Pepartnership, Inc.

## **CERTIFICATE**

These Bylaws were adopted by resolution of its Board of Directors at its meeting thereof on 4/27/2021

(Board member signatures)