

ARTICLE I

NAME/ADDRESS

1.01 Name

The name of this Corporation shall be Pantry Gift, Inc. The Corporation's principal office for the transaction of activities and is located at 1881 E. Brent Ln., Fayetteville, Arkansas 72703. The directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary of these Bylaws opposite this section or this section may be amended to state the new location.

ARTICLE II

PURPOSES AND MISSION

2.01 Purpose

The primary purpose of Pantry Gift, Inc. is to be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.02 Mission

Pantry Gift, Inc. is a nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Law to promote social welfare and develop community for charitable purposes. Our mission is to benefit those suffering food insecurity and communities in the United States by allowing donors to fund projects recommended by Little Free Pantry, Blessing Box, and any other little free food project operators; to simplify the grant-making process to these projects; to allow donors discretion regarding which projects they fund; and to conduct any and all lawful activities which may be useful in accomplishing previously stated purposes.

2.03 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 Corporation may include, but not be limited to, the acceptance of contribution from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status and Exempt Activities Limitation

- a) Nonprofit Legal Status: Pantry Gift, Inc. is an Arkansas non-profit Corporation in the process of applying for tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code. Pantry Gift, Inc. has been conducting business in compliance with Section 501(c)(3) from the moment of incorporation and these Bylaws are written accordingly.
- b) Asset Distribution: Upon the dissolution of the Corporation, 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

- c) Power: No part of the net earnings of the Corporation shall inure to the benefit, or be distributable 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 in these Bylaws.
- d) Nonpartisan Activities: No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.
- e) Exempt Activities: Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by:
 - I. 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
 - II. 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 tax code.
- f) Fiscal Year: The fiscal year of Pantry Gift, Inc. shall be the calendar year or such other twelve month period as the board may approve.

ARTICLE III

BOARD OF DIRECTORS

3.01 Number of Directors

Pantry Gift, Inc. shall have a Board of Directors consisting of at least 3 and no more than 10 directors. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

3.02 Powers

The Board of Directors shall have all the powers and duties necessary and appropriate for the administration of the affairs of the Corporation. All powers of the Corporation, except those specified, granted or reserved by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Board of Directors. The voting powers of each director shall be equal.

3.03 Terms

- a) All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.
- b) Directors may serve terms in succession, when they demonstrate the ability to meet performance goals.
- c) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

3.04 Election of Directors

In order to be eligible to serve as a director, the individual must be 18 years of age and qualify for the demands of the position. She will be elected at any board meeting by the majority of the existing Board of

Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

3.05 Resignation of Directors

Any Director may at any time resign by giving written notice to the board or the president. Such resignation shall take effect at the time specified in such notice or, if the time is not specified therein, upon receipt thereof, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. The Board may remove any director for conduct deemed by the board to be detrimental to the board or to the Corporation. Any director removed shall not be eligible for subsequent election or appointment to the board. No director may resign when the Corporation would then be left without any duly elected director in charge of its affairs.

3.06 Removal of Directors

A director may be removed by two-thirds vote of the Board of Directors, if:

- a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President. Or:
- b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her case and is given the opportunity to be heard at a meeting of the Board.

3.07 Vacancies

A vacancy or vacancies in the Board shall exist when any authorized position of director is not then filled by a fully elected director, whether caused by death, resignation, removal, change in the authorized number of directors or otherwise the board may declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony. Vacancies on the Board may be filled by the affirmative vote of a majority of the directors then in office.

3.08 Board of Directors Meetings

- a) Regular Meetings: The Board of Directors shall have a minimum of (four) 4 regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- b) Special Meetings: Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) directors of the Board of Directors. Special meetings of the Board may be held at such times and at such places whenever called by the Board. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- c) Waiver of Notice: Any director may waive notice of any meeting in accordance with Arkansas law. Notice of meetings shall specify the date, place, time and agenda of the meeting. Such notice may be waived by any director by a waiver signed before or after the meeting by the person or

persons entitled to the notice, or shall be deemed waived if such director is present at such meeting.

3.09 Manner of Acting

- a) 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.
- b) Majority Vote: Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- c) Hung Board Decisions: On the occasion that the Board of Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on her discretion.
- d) Participation: Members of the Board, or any committee or other body designated by the board, may participate in a meeting of the Board or such committee or other body by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to Section 3.10 shall constitute presence in person at such meeting.

3.10 Informal Action by the Board of Directors

- a) Any action required or permitted to be taken at any meeting of the Board or of any committee or other body designated by the Board may be taken without a meeting if all members of the Board, committee, or other body, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board, committee, or other body. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

3.11 Compensation for Board Service and Officer Service

- a) Directors may receive reasonable compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable compensation of directors for services performed and reimbursement of expenses incurred in conjunction with carrying out Board responsibilities, such as reasonable travel expenses to attend Board meetings.
- b) Officers may receive reasonable compensation for carrying out their duties as officers. The Board may adopt policies providing for reasonable compensation of officers for services performed and reimbursement of expenses incurred in conjunction with carrying out their responsibilities as officers.

3.12 Gifts

The Board may accept on behalf of Pantry Gift, Inc., any contribution, gift, bequest, or devise for any purpose of Pantry Gift, Inc.

3.13 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved prior to inception and approved in accordance with the Board conflict of interest policy and state law.

3.14 Conflict of Interest/Interested Directors

- a) No member of the Board of Directors shall derive a personal benefit, gain or advantage, nor shall a member have or obtain a pecuniary interest, direct or indirect, from any contract or transaction wherein this Corporation is a party unless:
 - I. The transaction is a matter that is open for competitive bids; and
 - II. The director's interest is disclosed to the Board in advance and entered in the Minutes; and
 - III. The Board authorizes, approves or ratifies the transaction by the required majority without counting the vote of the interested director.
- b) No person serving on the Board may be an interested person. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part time employee, independent contractor, or otherwise, excluding professional services rendered in accordance with Section 3.13 of these bylaws, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.
- c) Directors shall disclose in writing to the Board any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with the Corporation or might reasonably be expected to do so in the near future. Each disclosure shall be updated and resubmitted on a yearly basis.

ARTICLE IV

COMMITTEES

4.01 Committees

The Board of Directors may, by resolution adopted by a majority of the directors, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the powers and authority of the Board in directing, and overseeing the management of the business and affairs of, the Corporation, except that no committee, excluding the executive committee, regardless of Board resolution, may:

- a) take any final action on matters which also requires Board members' approval or approval of majority of all members;
- b) fill vacancies on the Board of Directors with any committee which has the authority of the Board;
- c) amend or repeal Bylaws or adopt new Bylaws;

- d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;
- e) appoint any other committees of the Board of Directors or the members of these committees;
- f) expend corporate funds to support a nominee for director; or
- g) approve any transaction;
 - a. to which the Corporation is a party and one or more directors have a material financial interest; or
 - b. between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

4.02 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee, on behalf of the Board, shall have the power to transact such business as may be required between Board meetings. All transactions of the committee shall be reported in full at the next regularly scheduled meeting of the Board for appropriate action by oral report, together with such written materials as the committee may deem necessary or appropriate.

4.03 Meetings and Action of Committees

Meetings and action of the committees shall be governed and taken in accordance with the provisions of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE V

OFFICERS

5.01 Officers

The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and such other officers and agents with such titles and such duties as the Board may from time to time determine. Except as otherwise provided in these Bylaws or by resolution of the board, one person may hold the offices and perform the duties of any two or more of said officers; provided, however, no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, or these Bylaws to be executed, acknowledged or verified by two or more officers.

5.02 Term of Office

Each officer shall serve two (2) year term of office. Officers may serve unlimited consecutive two (2) year terms with concurrent election to do so. Each officer's term of office shall begin upon 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 Election of Officers

All officers shall be elected by the Board of Directors at the regular annual Board of Directors meeting for a term of two years from their election and shall hold office for that term until a successor may be chosen and qualified in their stead.

5.04 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 upon written notice to the board or to such person or persons as the board may designate. 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. Any officer authorized by the Board to appoint a person to hold an office of the Corporation may also remove from office any person appointed by such authorized officer with or without cause at any time, unless otherwise provided in these Bylaws or the resolution of the board. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election or appointment of an officer shall not of itself create contractual rights as all employees who serve as officers of the Corporation are at-will employees unless the Corporation enters into a written employment agreement that expressly provides otherwise.

5.05 President

The President plays a key role in recruitment, leadership, strategic planning, fundraising, monitoring and guidance. She reviews and understands the organization's Articles of Incorporation, Bylaws, Policies and Procedures, financial and legal status, and strategic plan. As the Board ambassador, the president acts as a spokesperson to the larger community. She speaks in public on behalf of the organization and advocates for the cause. By modeling appropriate behavior, the President sets high standards for Board conduct and intervenes if conflicts of interest or confidentiality issues arise.

5.06 Vice President

The Vice President duties include program leadership, chair responsibilities when the President cannot be available and collaboration with key stakeholders internally and externally to find solutions to problems and opportunities for success. Characteristics of the Vice President include the ability to anticipate needs, develop external relationships, and lead and inspire in change management. Also, she is a strategic planner organizational developer, and leads in knowledge, data management and analytics. The Vice President is also the lead on the budget for the organization and is responsible for obtaining input and sharing findings with the other Board members before submitting the budget to the Treasurer and seeking Board approval. In addition to her Board requirements, the Vice-President will be responsible for development strategy and participation in all programs.

5.07 Secretary

The Secretary's duties include leveraging her skills to smooth organization operations, rather than to tax them. She has the ability to collaborate with others in establishing organizational principles and has a willingness to mediate difficult issues. Strong group dynamic skills and flexibility are essential to ensuring the protocol is followed, but not defining the way the organization does business. Her duties include records leadership, communication, records organization and management, and compliance with legal requirements and documents.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors, stating the time and place that such were held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the Secretary.

5.08 Treasurer

The Treasurer is responsible for coordinating and ensuring the financial oversight and health of the organization for the Board. She attends all Board meetings, has knowledge of accounting for nonprofits, and manages the non-profit's finances. The Treasurer is responsible for the organization's compliance with state and federal laws and guidelines and completes all legal documents in a timely fashion for Board review. She also ensures that appropriate financial reports are given to the Board on a timely basis, presents the budget for approval and reviews annual audits and answers questions. She maintains the bank account and banking relationships, signing checks and depositing donations and other revenues, such as grants. She also monitors grant requirements to ensure the organization is in compliance. She files all tax forms before their due date. She also tracks finances. She will arrange for external audits, tax preparation, or financial advice as necessary.

The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5.09 Non-Director Officers

The Board of Directors may not designate additional officer positions of the Corporation or appoint and assign duties to officers that are not board members.

ARTICLE VI

CONTRACTS, CHECKS, LOANS, AND RELATED MATTERS

6.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, 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.

6.02 Checks, Drafts

All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or any such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board.

6.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

6.04 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 resolution of the Board. Authority may be general or confined to specific instances.

ARTICLE VII

INDEMNIFICATION

7.01 Scope

- a) To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, and employees, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding” so long as Section 7.01 (b) & (c) are met. “Proceeding” means any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (including any legislative investigations or inquiries) regardless of whether formal or informal.
- b) Any right of an indemnitee to indemnification shall be a contract right and shall include the right to receive, prior to the conclusion of any proceeding, payment of any expenses incurred by the indemnitee in connection with such proceeding, consistent with the provisions of applicable law and the other provisions of this Section 7. Any person covered under this Section 7 shall be indemnified in full against all liabilities incurred in proceeding.
- c) The Corporation shall not indemnify an indemnitee against liability incurred in a proceeding unless it is determined that the indemnitee:
 - i. conducted herself in good faith;
 - ii. reasonably believed that her conduct was in the best interests of the Corporation;
 - iii. in the case of any criminal proceeding, had no reasonable cause to believe her conduct was unlawful; and
 - iv. The termination of a proceeding, or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, adversely affect the right of an indemnitee to indemnification or create a presumption that the indemnitee did not act in good faith and in a manner in which the indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal proceeding, that the indemnitee had reasonable cause to believe that such conduct was unlawful.

7.02 Expenses

Expenses (including reasonable attorneys’ fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

ARTICLE VIII
RECORDS AND REPORTS

8.01 Books and Records

The Corporation shall keep the following items:

- a) Adequate and correct books and records of account;
- b) Written minutes of the proceedings of its Board, and committees of the Board; and
- c) A record of each Board member's name and address.

The Corporation shall keep at its principal office, or if its principal office is not in Arkansas, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by all parties as required by law.

8.02 Inspection of Records

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.03 Annual Report

The Board shall cause an annual report to be sent to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b) The principal change in assets and liabilities, including trust funds.
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- d) The expenses or disbursements of the Corporation for both general and restricted purposes.
- e) Any information required by these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit report must be furnished annually to all directors.

ARTICLE IX
MISCELLANEOUS

9.01 Amendments

These Bylaws may be amended, repealed, or changed at any regular or special meeting of the Board by affirmative vote of a majority of the members of the Board present at any such meeting, provided that notice containing the identified proposed amendments and reason for the proposed amendments have been given to all members of the Board at least 30 days prior to such meeting in written form.