

BY-LAWS OF THE NATIONAL ASSOCIATION OF CHURCH FOOD SERVICE, INC.

ARTICLE I

Name of Corporation

This corporation shall be known as the NATIONAL ASSOCIATION OF CHURCH FOOD SERVICE, INC., herein after called the Corporation.

ARTICLE II

Government

Section 1. Board of Directors – The general management of the affairs of the corporation shall be vested in the Board of Directors, who shall be elected as provided in Section 1 of Article IV of these By-Laws. The maximum number of Directors shall be fifteen, the minimum number of Directors shall be three. The present number of Directors shall be twelve, and may be altered within the allowed minimum and maximum number of Directors by amendment of these By-Laws by a resolution of the Board of Directors.

Section 2. Officers – The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Chief Financial Officer, a Parliamentarian, a Chair of the Nominating Committee, all of whom shall be elected by the board of Directors, and any such other officers as may be elected by the Board of Directors, or appointed as provided in Article IV, Section 2. Each officer shall be elected or appointed for a term of office running for a two (2) year term from election or such other term as provided by resolution of the Board of Directors of the appointment to the office. (See Article IV, Section 4) Each officer shall serve for the term of the office for which he or she is elected or appointed and until his or her successor has been elected or appointed and has qualified or his earlier resignation, removal from office, incapacity, or death

Section 3. President as Committee Member – The President shall be a voting member of all committees

ARTICLE III

Meetings

Section 1. Annual Meeting of Directors – The annual meeting of The Board of Directors of the corporation shall be held on a mutually – convenient Friday in January each year. A second meeting of the Directors shall occur during the annual conference each year. Notice of the time and place of holding the annual meeting and the mid-year meeting shall be mailed to each director at least ten days previous thereto.

Section 2. Special Meetings of The Board of Directors or Executive Committee – Special meetings of The Board of Directors or the Executive Committee may be called by the President at any time on his/her own initiative or by the President or Secretary upon request of two members of the Board. Notice of the meeting specifying the dates, time, and place of the meeting shall be mailed to each member at least two days previous to the meeting. Notice of any such meeting may be waived by an instrument in writing executed before or after the meeting. Directors may attend and participate in meetings either in person or by means of conference telephones or similar communications equipment by means or which all persons participating in the meeting can hear each other, and participation in a meeting by means of such communications equipment shall constitute presence in person at any meeting. Presence in person at such meeting shall constitute a waiver of notice thereof.

Section 3. Quorum for Directors Meeting – At all meetings of The Board of Directors, either regular or special, a majority of all Directors shall constitute a quorum.

Section 4. Lack of Quorum – If a quorum is not present; the presiding officer may adjourn the meeting to a day and hour fixed by him/her.

Section 5. Order of Business – At all meetings of The Board of Directors, the order of business shall be as follows:

- Reading of minutes of immediate prior meeting for information and approval;
- Reports of officers;
- Reports of committees;
- Election of Directors and Officers;
- Unfinished business;
- New business;
- Reading and approval of minutes of meeting just held, if requested.

Section 6. Voting – All resolutions adopted and all business transacted by The Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

Section 7. Action in Lieu of Meeting – Any action to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the board of Directors and any further requirements of law pertaining to such consents have been complied with.

ARTICLE IV

Election of Board of Directors and Officers

Qualifications - Qualifications for holding a Board of Directors or Officer position is that the nominee must be :

- 1) a member in good standing
- 2) a member of the association for at least (1) one year
- 3) attend a conference within the past (3) three years
- 4) be certified or become certified by December 31st of the year elected. While serving on the NACFS Board certification must remain current.

Elections – Elections shall be held during the July Board of Directors meeting. The elected directors and officers shall assume his/her position at the annual Board of Directors meeting in January having taken office January 1st of that year. Each director shall be entitled to (1) one vote for each director to be elected and the candidate receiving a majority of the votes cast shall be declared elected. In the event of a tie the president shall cast the deciding vote.

Section 1. Election of Board of Directors – The Board of Directors of the corporation shall meet the before mentioned qualifications. Each Director shall attend Board Meetings; failure to attend two (2) consecutive board meetings qualifies position to be open for replacement.

Section 2. Election of Officers – Elections shall occur at the July Board of Directors meeting. The Board of Directors shall confirm the Vice President as President; selection of a Vice President is from existing Directors. The election is held in July of the President's (1) first year of office. The Board shall also elect a Secretary, a Chief Financial Officer, a Parliamentarian, and a Chair of the Nominating Committee.

Section 3. Term(s) of Board of Directors the term of each director shall be (3) years the term limit of each director shall be (2) consecutive terms (6 years)

Section 4. Term(s) of Officers (Executive Committee)

President – the President shall serve one (1) term of two (2) years and shall not be elected for two (2) consecutive terms. The President will automatically become a trustee at the end of his/her term.

Vice-President – the Vice-President shall serve one (1) year.

Secretary – the Secretary shall serve two (2) years. May be elected to more than one term but may not be elected to more than two (2) consecutive terms.

Chief Financial Officer – The CFO shall serve two (2) years. May be elected to more than one term but may not be elected to more than two (2) consecutive terms.

Parliamentarian – The parliamentarian shall serve two (2) years. May be elected to more than one term but may not be elected to more than two (2) consecutive terms.

Chair of Nominating Committee – The Chair of the nominating committee shall serve two (2) years. May be elected to more than one term but may not be elected to more than two (2) consecutive terms.

Section 5. Term Extension – If a Director is elected to an office which term exceeds the remaining term of the director then that director's term shall automatically be extended to coincide with the expiration of the office.

Section 6. Vacancies – Qualification for holding a board of directors or officer position is that the candidate must meet the before mentioned qualifications.

Directors – The President may appoint a member to fill the position of any director which may become vacant prior to the expiration of his/her term provided said appointee meets the afore mentioned qualifications. Any such director appointed shall fulfill only the unexpired term of the Director whose position has become vacant.

Officers – The Board of Directors may fill the position of any officer which may become vacant prior to the expiration of his/her term by vote of a majority of the remaining board of directors though less than a quorum or by the sole remaining director as the case may be..

The president may appoint with the agreement of the remaining officers a person to fill the remaining term of an officer (s) except the office of the vice-president. Any such officer elected or appointed to fill a vacancy shall fulfill only the unexpired term of the Office. In the event of a vacancy in the office of the Vice-President there may be the need for a conference call, meeting, or faxing information in lieu of an additional meeting.

Section 7. Retention of Board Directorship – If an Officer or Director ceases their food service position at his/her church during the term to which they were elected or appointed, NACFS will extend membership privileges in the association (and thus the term of office) for a period of three (3) months past the last day of active service of that person. The membership remains with their sponsoring church if paid by the church or is retained by the individual if paid by the individual. At the end of three (3) months, the complimentary membership privileges expire and the office of directorship is relinquished. If, in the interval he/she has resumed in a food service position at another church, it will then be necessary for that church or the individual to join NACFS in order for the person to retain his/her office or directorship.

Section 8. Eligibility for Nomination and Re-Election. A candidate to be considered for nomination and re-election to the Board of Directors:

- Must have a three (3) year absence from the Board of Directors to be considered for a position.
- Must meet the required qualifications
- Must be elected by majority vote of the Board of Directors
- May be elected for only one (1) term of three (3) years. Is not eligible for subsequent re-election.

ARTICLE V

Duties of Officers

Section 1. President – The President shall be the Chief Executive Office of the Corporation and shall have general and active management of the operations of the Corporation. He or she shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and general and active management of the financial affairs of the Corporation, and is empowered to execute bonds, notes, mortgages or other contracts in the name and on behalf of the Corporation.

The President of NACFS shall be confirmed after having served the previous term as Vice-President unless unforeseen circumstances preclude this, or unless he/she is not confirmed by the Board of Directors. The President

shall serve as Chairmen of the Board of Directors and of the Executive Committee. More particularly the President has the following duties:

- A. The President has the responsibility for setting goals for NACFS, for providing leadership, and for setting the tone and direction of the organization.
- The President shall set the agenda for, and preside at the following meetings:
 1. Board of Directors
 2. Annual Meeting
 3. Annual Banquet
 4. Executive Committee
- A person may hold the office of President more than once, although the term may not be consecutive.

- The President shall serve on all standing and ad hoc committees as a voting member.
- The President may also establish and appoint task force committees to address specific needs of NACFS as they arise. The President may convene the Executive Committee at any time.
- The President shall appoint, with approval of the Executive Committee, the Chair of all standing and ad hoc committees.
- The President will act as liaison between the board of Directors and the Executive Director.
- The President shall be responsible for directing an appointee of his/her choice to insure that the Newsletter is published in a timely fashion, and is of consistent quality. This also applies to the NACFS website.

Section 2. Vice-President – The Vice-President shall serve in the place of the President should the President become unable to serve, and will fill in for the President when requested. The duties of the Vice-President shall be the duties already assigned to the position held.

The Vice-President's term shall begin at the beginning of the second year of the President's term.

The Vice- President will become President when the current President's term is ended and after his/her election is confirmed by the Board of Directors.

The Vice-President shall work closely with the President and perform such duties as assigned by the President. He/she shall also serve on the Board of Directors, the Executive, Finance, and Nominating Committees.

The term of the Vice-President shall be one (1) year.

Section 3. Secretary – The Secretary shall be the Custodian of Minutes and Corporate Records and shall keep minutes of all meetings of the Directors and have charge of the minute books, and seal of the Corporation. He or she shall perform such other duties and have such other powers as may from time to time be delegated by the President or the Board of Directors. More particularly the Secretary has the following duties:

The Secretary shall keep current and accurate minutes of all Executive Committee, Board of Directors, and Annual Meetings of NACFS. the Board of Director meeting minutes should be circulated to Board members and other interested parties within six weeks of each meeting, and will then become a part of the permanent files. The Secretary shall present the minutes of the last meeting for approval or amending at the next meeting of the group to which they apply; however such minutes should be mailed to each member of the group with two (2) weeks of the meeting

D. The Secretary shall tape record all meetings to ensure quality and correct minutes.

The Secretary shall also keep a file of items which tell of the history and accomplishments of NACFS. These include, but are not limited to: newsletters, brochures, conference information, photographs, and newspaper publications. The Secretary may choose to form an Archives and History Committee to handle this responsibility. The Secretary is responsible for writing thank you notes or any other correspondence requested by the President. The Secretary is a member of the Board of Directors and of the Executive Committee. The term of the Secretary shall be two (2) years, and may be elected to more than one term, but shall not serve more than two (2) consecutive terms.

Section 4. Chief Financial Officer – The Chief Financial Officer of the Corporation shall be charged with the management of the financial affairs of the Corporation. He/she shall have the power to recommend action

concerning the Corporation's affairs to the President, and shall perform such other duties and have such other powers as may from time to time be delegated by the President or Board of Directors. More particularly the Chief Financial Officer shall have the following duties:

The Chief Financial Officer ("CFO") shall be responsible for overseeing all financial operations of NACFS. Although it would be convenient for the CFO to be located in Atlanta, it is not necessary. The CFO shall prepare the annual budget, and shall monitor all committees to see that budgeted funds are not exceeded without the approval of the Executive Committee. Budget information shall be presented to CFO from all committee chairmen by November 1st.

The CFO shall prepare a statement of financial position to be presented to the Board of Directors at the mid-year meeting of the association and a budget to be presented at the annual meeting. It should include recommendations to improve the financial position of NACFS, and a report on conference receipts vs. expenditures.

The CFO (or his/her appointee) shall be a signatory on all banking accounts of NACFS, and should be consulted regarding any legal contracts signed. The CFO may receive and disburse monies at annual conference. The CFO shall approve any reimbursement that is paid to individuals, or bills incurred by NACFS. The CFO shall be kept current by the ED on whose dues have been paid, the status of investments, and the current bank balance.

The CFO serves as Chair of the Finance Committee, and as a member of the Board of Directors and the Executive Committee.

The CFO shall, as soon as possible, maintain a fund equal to one year's operating expense as a safety buffer.

G. The ED must receive receipts and forms within two (2) months of expenditure date. Signatures on checks need to be done in a timely manner. There will be no cash reimbursements.

H. The term of the CFO shall be two (2) years, may be elected to more than one term, but shall not serve more than two (2) consecutive terms.

Section 5. Parliamentarian – The Parliamentarian shall advise the President and the board of Directors (and others if requested) as to matters of meeting and voting procedure.

The Parliamentarian shall advise on motions before the Board of Directors or Committees, amendments to motions and agenda priorities.

The Parliamentarian shall see that NACFS adheres to Roberts Rules of Order.

The Parliamentarian shall be a member of the Board of Directors and the Executive Committee.

The term of the Parliamentarian shall be two (2) years. The Parliamentarian may be elected to more than one term, but shall not be elected to more than two (2) consecutive terms. .

Section 6. Chair of Nominating Committee

The Chair of the Nominating Committee shall preside at all Nominating Committee meetings.

He/she shall receive nominations for the Board of Directors and standing committees, and shall report such nominations to the Board at its annual meeting. If there are several nominations for the same position, the Nominating Committee shall meet and select the candidate they wish to present to the Board of Directors, although nominations may be made from the floor.

Elections shall be written by ballot. The Nominating Committee Chairman shall prepare ballots and retrieve them for counting.

The Chair of the Nominating Committee shall keep a current listing of members of the Board of Directors and when their term expires.

The chair of the Nominating Committee shall be responsible for presenting a slate of officers, which will assure that the number of active board members as specified by the By-Laws are elected. He/she will make sure the nominees are qualified as stated in Article 4.

The Chair of the Nominating Committee shall be a member of the Board of Directors, and of the Executive Committee.

If a Director is elected to an Executive Office and does not have time remaining on the Board to serve the full two-year term, then that term shall be extended to coincide with the term of the office.

The term of the Chair of the Nominating Committee shall be two (2) years.

He/she may be elected to more than one term, but no more than two (2) consecutive terms.

Section 7. Assistant Officers – Assistants to the Secretary and CFO may be appointed by the President or by the Board of Directors and shall have such duties as may be delegated by the President or the Board of Directors.

Section 8. Execution of Instruments – The Executive Director and/or the President shall, on being so directed by the Board, sign all leases, contracts, or other instruments in writing.

ARTICLE VI

Board of Trustees

Section 1. Function – The Board of Trustees insures continuity in the operations of NACFS. Its function is to prevent sudden or dramatic changes in the organization. Trustees may make recommendations to the Board of Directors at any time and serve as advisory council. They may vote on any issue they wish to consider; however the combined Trustees will have only one (1) vote on the Board of Directors.

Section 2. Qualifications - To be a Trustee on the NACFS Board you must be a Past President in good standing with the organization. The normal term of a Trustee is six (6) years. The number of Trustees may not exceed three (3) at any given time. Should it appear that the number of Trustees will exceed three (3), then the Trustee having the longest service as Trustee will rotate off.

Section 3. Voting - The immediate past president will serve as chair of the Trustees, if he/she is available, and will cast the one (1) vote of the trustees after conferring with the other Trustees. If the immediate past president of NACFS is not available, then the chair will be the most recent past president available.

Section 4. Travel Expense - The voting Trustee will be the only member of the Board of Trustee reimbursed for traveling expenses to the January Board Meeting. All other Trustees on the Board are welcome to attend. (per CFO policy and procedures for board meetings)

Section 5. Re-Election to the Board - Former Presidents who are re-elected to the Board while serving as a Trustee must relinquish his/her position as a Trustee.

Section 6. Retirement – A member who is a Trustee at the time of his/her retirement may elect to remain a Trustee by paying full active membership dues. The Trustee who retires and chooses not to pay full membership dues is not eligible to remain a trustee and may become a Retired Member of NACFS. See Article X

Section 7. Rotation off – The Trustee whose position rotates off the Board of Directors has the choice to become either an Active or Retired member. See Article X. They are no longer eligible to retain the title of Trustee.

Article VII

Executive Director

A. The Executive Director (“ED”) reports to the President, and responds to other NACFS Board members. The ED will have a contractual agreement to perform or supervise all day-to-day functions of the association for a fee to be agreed upon by the Executive Committee. The contractual arrangement between the ED and the Board shall be reviewed every two years in the election year. The ED is a member of the Board of Directors and of all standing and ad hoc committees as a non-voting member.

B. The ED shall be responsible for the following:

1. Maintaining a professional and business-like image for NACFS.
2. Securing an office location, a mailing address and a telephone number for the association.
3. Negotiating and signing contracts with the knowledge and approval of the Board of Directors and/or the President. Working with accountants and lawyers if such services are needed.
4. Being responsible for the NACFS bank account(s), and working closely with the CFO regarding monies spent. Having available at all times an up-to-date check book and ledgers. Balancing bank statements, and

making bank deposits. Writing NACFS checks and providing the NACFS accountant with information needed to prepare the tax return.

5. Keeping an accurate and current file on the By-Laws and Articles of Incorporation of the Association, showing amendments and actions taken by the Board of Directors.
6. Working with the conference chair and the President to plan and implement each conference.
7. Providing for administrative services such as typing, stuffing envelopes, taking telephone messages, general correspondence, and responding to membership inquires.
8. Maintaining a database with membership information on NACFS members. Providing mailing labels as requested.
9. Obtaining office supplies and stationery.
10. Sending out mailings to members periodically, and informing interested members of events which may concern them.
11. Advising the Membership Chair, the local chapter, and the Newsletter designer of new members and address, phone numbers and e-mail changes.
12. Keeping a listing of local chapters, and local chapter officers, provided that information is available.
13. Keeping files pertaining to NACFS business.
14. Designing and arranging printing of information relating to various NACFS events such as the annual conference and membership.
15. Writing four (4) articles yearly for the Newsletter.

ARTICLE VIII

Duties and Powers of Board of Directors

Section 1. Management of Corporation – The Board of Directors shall have general charge and management of the affairs, funds, and property of the Corporation. The Board of Directors shall have full power, and it shall be the Board’s duty to carry out the purposes of the Corporation according to its Articles of Incorporation and By-Laws; to determine whether the conduct of any member is detrimental to the welfare of the Corporation; and to fix the penalty for such misconduct of any violation of the By-Laws or Rules.

Section 2. Rule Making – The Board of Directors may make rules for the conduct of the members and the use of the Corporation property, not inconsistent, however, with anything set forth in these By-Laws.

Section 3. Appointment of Committees – The Board of Directors may appoint such committees as it deems necessary; it may vote the expenditure of monies as it deems necessary or advisable; and it may contract for the lease or purchase in the name of the Corporation for water rights, properties, or facilities for the use of the members.

Section 4. No Authority to Impose Liability on Members – The board of Directors shall not impose any liability or levy any assessment upon the members or Directors.

Section 5. Place of Directors’ Meetings – The meetings of the Directors may be held in any state in the United States. They shall not be held outside the United States.

Section 6. Establishment of Other Offices – The Board of Directors may authorize the establishment of other offices or chapters from time to time. Such offices or chapters may transact their own business, so long as such business is in accord with the Corporation’s By-Laws and Rules and so long as the Corporation is the final authority in operational matters.

ARTICLE IX

Compensation of Directors and Officers

Neither the officers, Directors, nor members serving on committees shall receive any of the income or profit of the Corporation, except the Executive Director. Neither Directors nor members serving on committees shall receive any

salary or compensation for such services rendered to the Corporation in those capacities, except for reimbursement of expenses incurred in NACFS business. An officer of the Corporation shall receive such reasonable compensation for his or her services rendered to the Corporation as the Board of Directors may direct by resolution, except the Executive Director who shall be an independent contractor whose compensation shall be set forth in a contract negotiated and approved by the Board of Directors to be executed by the President.

ARTICLE X

Membership

Section 1. Active Membership – Active Membership in NACFS is defined as membership for persons who are paid employees or volunteers of a church and who are involved in food service. These persons pay full membership dues. An Active Member may be a director, hold office, and is eligible for certification. Membership dues must be received by March 1 of the current year in order for the member to retain active status and receive the newsletter, conference materials, and be included in the directory.

Section 2. Second Member From A Church – After one person from a church has paid the dues for Active Membership, additional persons from that church who work in food service may join NACFS at a reduced rate set by the Board. Second Members may be a director, hold office, and are eligible for certification.

Section 3. Retired Member – A Retired Member is one who previously was an Active, Second or Volunteer member of NACFS for at least two (2) years. The two (2) memberships are intended for retired persons who wish to remain a part of NACFS. The Retired Member has a choice of two (2) options. Retired Member – A Retired Member who chooses to not pay Active Membership dues. This member is not eligible to be a director or hold an office, but is entitled to all other membership benefits and is eligible for certification. The rate for this membership is periodically set by the Board.

Active Retired Member – A Retired Member may remain active in NACFS by paying full Active Membership dues. The Active Retiree is eligible for all the benefits of Active Membership. See Section 1

Section 4. Honorary Member – As is sees fit, the Board may award Honorary Membership to persons not eligible for other NACFS memberships. Honorary Members pay no dues, may not be a director or officer, and are not eligible for certification; membership benefits are defined by the Board from time to time.

ARTICLE XI

Amendment

These By-Laws may be amended by majority vote of the Board of Directors of the Corporation.

ARTICLE XII

Seal

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the work “Seal” enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Executive Director and affixed by him or her on all appropriate papers.