



MEALS
ON WHEELS

Serving Torrance and Lomita, California

Torrance - Lomita

Meals on Wheels, Inc.

Bylaws

Golden West Tower
3510 Maricopa Street
Torrance, CA 90503-4943
310-542-3434
www.tlmow.org



MEALS
ON WHEELS

Serving Torrance and Lomita, California

ARTICLE I - Name

The name of this corporation shall be Torrance-Lomita Meals on Wheels, Inc.

ARTICLE II - Purpose

The corporation's primary purpose is to provide two nutritionally sound meals per day (excluding weekends and holidays) to persons confined at home due to chronic or temporary illness, accident, convalescence, or age, regardless of race, religion, politics, philosophy, sex, sexual orientation, gender identity, or national origin.

ARTICLE III - Board of Directors

3.1 Powers.

Except as otherwise provided by law, or by these bylaws, all corporate business and affairs shall be controlled by the Board.

3.2 Number of Directors.

The Board of Directors shall consist of not less than nine (9) nor more than twenty-one (21) members and should always be an odd number. The number of Board members can only be changed by a majority vote of the Board at a regular or special meeting of the Board.

3.3 Election and Term of Office.

(a) Election of Board of Directors

The Directors and Officers shall be elected each January at the Annual Meeting of the Members. They shall take office at the Annual Meeting.

(b) Term

(1) The term of office shall be three years. Approximately one-third (1/3) of the Board of Directors should be replaced each year by newly elected members.

(2) A Director may be reelected to a one (1) year term, but may not serve more than four consecutive years, except for the Treasurer.

3.4 Vacancies.

(a) A vacancy on the Board shall be declared in case of death, resignation, or removal of any Director.

(b) Vacancies on the Board shall be filled by persons whose names are submitted to the Board by the Nominating Committee and approved by a majority of the Board.

3.5 Regular Board Meetings.

Regular meetings of the Board of Directors shall be held during the third week of the month. There shall be a minimum of six (6) meetings a year.

Board meetings shall be open to members. However, the Board may hold a closed session to consider confidential matters. During a closed session, attendance is restricted to

members of the Board together with others the Board invites to attend for the purpose of providing information relevant to the topic(s) to be considered.

Non-confidential papers and materials considered by the Board at a meeting shall be available to members after the meeting.

3.6 Special Meetings.

Special meetings may be called by the President or any two Directors. In case of emergency, phone notification of all Directors will be made. For a non-emergency special meeting, notice shall be made at least 72 hours prior to the meeting and Directors will also be phoned.

3.7 Board Quorum.

The presence in person of one-half ($\frac{1}{2}$) of the Directors plus one shall constitute a quorum for the transaction of business at a Board meeting. A meeting at which a quorum is initially present may continue to transact business as long as a quorum of Directors is maintained.

3.8 Action Without Meeting.

The Board may act without a meeting if a majority of the Directors consents to such action. Such consent(s) shall be placed in the minutes of the next regular Board meeting.

3.9 Fees and Compensation.

Directors shall not receive remuneration for their services as Directors; however, the Directors may be reimbursed for any expenses incurred in connection with the performance of their duties as Directors if reimbursement is authorized by the Board.

3.10 Resignation of Directors.

A Director may resign upon giving notice to the President, Secretary or Board stating the effective date of the resignation.

3.11 Removal of Directors.

A Director may be removed from office by the affirmative vote of a majority of the Directors.

3.12 Attendance Requirement.

Each Director shall attempt to attend all Board meetings. Failure of a Director, other than the Treasurer, to attend three (3) consecutive meetings, without due cause, shall be the basis for removal from the Board by a two-thirds ($\frac{2}{3}$) vote of the Directors then serving.

3.13 Voting Rights.

Each Director shall be entitled to one (1) vote on all matters before the Board.

3.14 Eligibility.

Any member of the Corporation, other than an employee of the Corporation, is eligible to serve on the Board of Directors.

3.15 Conflict of Interest.

Board members may not vote on any policy or action where they have a conflict of interest. A conflict of interest exists if a board member or any member of his/her family would benefit from the outcome of the vote. The board member must disclose the conflict before any vote is taken.

3.16 Indemnification and Insurance.

The corporation shall indemnify its directors and/or officers against all expenses, judgments, fines, settlements and other amounts incurred in connection with any "proceedings" as defined in the Nonprofit Corporation Law.

ARTICLE IV Officers

4.1 Positions.

(a) The Corporation's Officers shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may establish.

(b) No person may hold more than one (1) office at the same time.

(c) The prior Board President, if their term of service is completed, shall serve as a non-voting advisory member of the Board for one (1) year.

4.2 Election and Term of Office.

(a) Election of Officers

The Corporation's Officers shall be elected by the membership at the Annual Meeting. They shall take office at the Annual Meeting.

(b) Term of Office

The elected Officers shall serve for a term of one (1) year. They may be reelected to serve for a second term. Officers may not serve in the same position for more than three (3) consecutive years, except in the position of Treasurer. The term of office for the Treasurer may be extended each year by a 2/3 vote of the Directors.

4.3 President.

The President shall preside at all meetings. The President shall be a member ex-officio on all committees except the Nominating Committee.

4.4 Vice President.

The Vice President shall, upon the absence of the President, perform all duties of the President.

4.5 Secretary.

The Secretary shall make a full and complete record of the proceedings of the Board of Directors and shall provide copies of these records to the Board after each Board meeting.

Minutes of meetings shall be available to members after they have been approved by the Board. Records of closed sessions are confidential and are available only to the Board.

4.6 Treasurer.

- (a) The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall maintain adequate and correct accounts of the Corporation's assets, liabilities, receipts, disbursements, gains and losses. The books of account shall be open for inspection by any Director.
- (b) The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board, all moneys and other valuables received in the name and to the credit of the Corporation with such depositories as may be designated by the Board. Deposits may also be made by the Office Manager. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board or bylaws.
- (c) A financial statement shall be distributed at or before each Board meeting showing the financial activities of the Corporation.
- (d) An Annual Report shall be prepared and presented to the Board covering the fiscal year ending on December 31. This report shall be available in the office for inspection by our members.

ARTICLE V Committees

5.1 Membership Appointments.

The President shall appoint the members and chairs of all committees with Board approval.

5.2 Quorum.

Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its Chair or by the Board. A majority of the members of a committee shall constitute a quorum of such committee.

5.3 Expenditures.

Any expenditure of corporate funds by a committee shall require prior approval by the Board.

5.4 General Committees.

The Board or the President may establish committees for any appropriate purpose. Such committees will be dissolved when their purpose has been accomplished.

5.5 Nominating Committee.

The Nominating Committee shall consist of three (3) Directors. The Nominating Committee shall prepare and present a slate of Directors and Officers to the Board at the October meeting for election at the January Annual Meeting. The names of additional Directors or Officers may be placed in nomination by any Director at the January meeting, provided the nominee consents. Members of the Nominating Committee are not barred from becoming a nominee for an office. The Nominating Committee shall function throughout the

year to recruit new nominees for vacancies occurring among Directors and Officers.
Notification of nominees will be sent to all members prior to the Annual Meeting.

ARTICLE VI -Annual Meeting

The Annual Meeting of the Corporation shall be held between January 1 and January 31 of each year at a location, date and hour selected by the Board.

ARTICLE VII Miscellaneous

7.1 Membership.

Any person desiring membership to further the purpose of this corporation may become a member by volunteering on an annual basis.

7.2 Checks, Drafts, and Notes.

All checks, drafts, or other orders for payment shall be signed or endorsed by such persons (a minimum of 2) as determined by the Board.

7.3 Execution of Contracts and Other Investments.

(a) The Board, except as otherwise provided in these bylaws, may authorize any officer or agent of the Corporation to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by an agreement or to pledge its credit or render it liable for any purpose.

(b) All written contracts or documents arising in the usual course of business of this Corporation, notes and other negotiable instruments, deeds, and reconveyances shall be executed on behalf of the Corporation by the President, or the Board's designee.

7.4 Amendments.

These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting at any regular or special meeting of the Board, provided that previous notice of the proposed amendments has been given at least fourteen (14) days in advance of the meeting.

ARTICLE VIII Dissolution

Upon dissolution of the affairs of this Corporation, the Board shall pay or otherwise discharge all outstanding obligations of the Corporation. Any remaining property of this Corporation shall be irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon such liquidation, dissolution or abandonment by this Corporation, shall not benefit any person, but shall be distributed to further a foundation or corporation organized and operated exclusively for religious, hospital, scientific or charitable purposes which has established itself tax exempt under 501(C-3) of the Internal Revenue Code.