

Love InDeed, Inc.
Constitution and Bylaws
March 12, 2019

Mission Statement

Love InDeed, Inc seeks to strengthen our community by coordinating local churches, businesses and organizations to do service projects and provide food assistance to folks in need.

ARTICLE I

Section 1.1 Name

The name of this corporation shall be Love InDeed, Inc. and commonly called Love InDeed.

Section 1.2 Principal Office

The principal office shall be 3673 Hoover Hill Road, Trinity North Carolina. The Corporation shall maintain a registered office in the State of North Carolina as required by law which may be but is not required to be identical with the principal office of the Corporation.

Section 1.3 Other Offices

Other offices for the transaction of business shall be located in such places within or without the State of North Carolina as the Board of Directors may from time to time determine.

Section 1.4 Registered Agent

The name and address of the initial registered agent of this corporation is David Mercadante at 3673 Hoover Hill Road, Trinity, NC 27370. The registered agent and office of the corporation may be changed from time to time by majority vote of the Board of Directors.

ARTICLE II: DIRECTORS

Section 2.1 Corporate Powers

All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the board of directors.

Section 2.2 Number of Directors

There shall be no more than six directors or less than four directors who will serve a three-year term. Board members may rotate back on to the board, though not exceeding two consecutive terms. The directors shall be nominated by the Executive Director and appointed by the existing board. Any director may resign by giving written notice to the members. This resignation shall be effective at the next regular meeting of the board of directors. A director may be removed with cause by the other directors and replacement directors will be named by the remaining directors. If a board member misses three consecutive meetings, that board member may be removed by a majority vote.

Section 2.3 Compensation

Directors shall not receive compensation for their services as directors but may receive reimbursement for board approved expenses and can be engaged to perform other service for the Corporation as long as the compensation is not excessive as that term is used in Section 4941 (d) (2) (E) of the Internal Revenue Code of 1986 (or any replacement or substitution thereof).

ARTICLE III: MEETINGS OF DIRECTORS

Section 3.1 Regular Meetings

The board of directors shall have regular meetings as the board may deem necessary or expedient.

Section 3.2 Special Meetings

Special meetings of the board of directors may be called by or at the request of the President of the board (if there shall be a person holding such office), executive director or any two directors.

Meetings shall be held at any appropriate venue.

Section 3.3 Notice of Meetings

Every effort will be made to notify board members of regular meetings. The person or persons calling a special meeting of the board of directors shall, at least two days before the meeting, give notice thereof by any usual means of communication, including e-mail. Such notice need not specify the purpose.

Section 3.4 Quorum

A quorum for transaction of business at any regular or special meeting of directors shall consist of a majority of directors then serving. A majority of the directors present at any regular or special meeting shall have the power to adjourn the meeting to a future date.

Section 3.5 Manner of Acting

Except as otherwise provided in these bylaws or required by applicable law, the affirmative vote of a majority of the directors present at a meeting of the board of directors shall be the act of the board of directors if a quorum is present.

Section 3.6 Organization

Each meeting of the board of directors shall be presided over by the President of the board (if there shall be a person holding such office), or, in the absence or at the request of the President, by the executive director, and in their absence or at their request, by any person selected to or at the request of the secretary. Any person designated by the person presiding at the meeting shall act as secretary of the meeting.

Section 3.7 Action Without Meeting.

Business which requires action before the next set meeting date or before a special meeting can be called may be conducted by telephone if all officers agree. All active board members must be polled and any vote to take action must be reflected in the minutes of the next regular meeting.

Section 3.8 Participation by telephone or other means of communication

Any one or more directors or members of a committee may participate in a meeting of the board of directors or committee by means of a teleconference if available, telephone or a similar device and such participation in a meeting shall be deemed present in person at such meeting.

ARTICLE V: OFFICERS

Section 4.1 General

The officers of the corporation shall consist of a president, vice president, secretary, treasurer and may also include a chairman of the board, a chief operating officer and such vice presidents, assistant secretaries, assistant treasurers and other officers as may be appointed by the board of directors or otherwise provided in these bylaws. Any two or more offices may be simultaneously held by the same person, but no person may act in more than one capacity where action of two or more officers is required. The title of any officer may include any additional designation

descriptive of such officer's duties the board of directors may prescribe.

Section 4.2 Appointment and Term

The officers of the corporation shall be selected yearly by the board of directors. Each officer shall serve as such at the pleasure of the board of directors.

Section 4.3 Removal

Any officer may be removed by a majority vote of the board of directors at any time with cause; but such removal shall not itself affect the contract rights, if any, of the person so removed.

Section 4.4 Compensation

Officers shall not receive compensation for their services as officers but can receive reimbursement for expenses and can be engaged to perform other services for the corporation as long as the compensation is not excessive as that term is used in Section 4941 (d) (2) (E) of the Internal Revenue Code of 1986 (or any replacement or substitution thereof).

Section 4.5 President

The board of directors may appoint from among its members an officer designated as the President. If there is a chairman of the board, then the chairman shall, when present, preside over meetings of the board of directors and shall have such other duties and authority as may be prescribed from time to time by the board of directors or as are provided for elsewhere in these bylaws.

Section 4.6 Vice President

The vice president, and if there be more than one, the executive vice president or other vice president designated by the board of directors, shall in the absence, disability of the president, have the authority to perform the duties of said office. In addition, each vice president shall perform such other duties and have such other powers as are normally indicant to the office of vice president or as shall be prescribed by the chief executive officer, the chief operating officer or the board of directors.

Section 4.7 Secretary

The secretary shall have the responsibility and authority to maintain and authenticate the records of the corporation; shall keep, or cause to be kept, accurate records of the acts and proceedings of all meetings of members, directors and committees, shall give, or cause to be given, all notices required by law and by these bylaws; shall have general charge of the corporate seal to any lawfully executed instrument requiring it, and shall keep, or cause to be kept, all records as are required by applicable law or these bylaws; shall sign such instruments as may require the signature of the secretary; and, in general, shall perform all duties indicant to the office of secretary and such other duties as may be assigned to him or her from time to time by the president, the chief executive director or the board of directors.

Section 4.8 Treasurer

The treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the board of directors; shall keep, or cause to be kept, full and accurate accounts of the finances of the corporation in books especially provided for that purpose and shall generally have charge over the corporation's accounting and financial records; and cause a true statement of its assets and liabilities as of the close of each fiscal year, and the results of its operations and including particulars as to convertible securities then outstanding, to be made as soon as practicable after the end of such fiscal year. The treasurer shall also prepare and file, or cause to be prepared and filed, all reports and returns required by federal, state or local law and shall generally perform all duties indicant to the office of treasurer and such other duties as may be assigned to him or her from time to time by president,

executive director or the board of directors.

Section 4.9 Executive Director

The executive director shall be the chief executive officer and the chief operating officer of the corporation and shall have all the duties and authority of that office. The president shall have such other duties and authority as may be prescribed from time to time by the board of directors. The Executive Director shall be an ex-officio member of the Board of Directors and have one vote in all votes taken by the Board of Directors.

The executive director shall be responsible in general for the overall smooth operations of the corporation. The appointment of an executive director shall be approved by a majority vote of the board of directors.

The executive director shall be responsible for the implementation and proper administration of the programs and ministries of the corporation. In addition, the executive director shall:

1. Be an ex-officio member of the board of directors and all standing special committees, if any, of the board. The executive director shall have voting rights.
2. Represent the organization in its contact with other human services agencies.
3. Represent the organization in its relations with the community, governmental bodies and funding sources.
4. Supervise all other staff and volunteers.
5. Do any other matters necessary for the operation of the corporation.

Section 4.10 Assistant Secretaries and Assistant Treasurers

The assistant secretaries and assistant treasurers, if any, shall, in the absence or disability of the secretary or the treasurer, respectively, have all the powers and perform all of the duties of those offices, and they shall in general perform such other duties as shall be assigned to them by the secretary or the treasurer, respectively, or president, executive director or the board of directors.

Section 4.11 Executive Committee

1. The executive committee of the board of directors shall be composed of the officers: president, vice president, secretary and treasurer.
2. The executive director shall serve as an ex-officio member of the executive committee.
3. The executive committee will meet as needed and shall possess such powers and functions of the board of directors as the board may delegate to it.
4. A quorum shall consist of at least three persons.

ARTICLE V: CONTRACTS, LOANS AND DEPOSITS

SECTION 5.1 Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any document or instrument on behalf of the corporation, and such authority may be general or confined to specific instances. Any resolution of the board of directors authorizing the execution of documents by the proper officers of the corporation or by the officers generally and not specifying particular officers shall be deemed to authorize such execution by the president, executive director, the chairman of the board, the president or any vice president, or by any other officer if such execution is within the scope of the duties of such other office. The board of directors may by resolution authorize such execution by means of one or more facsimile signatures.

Section 5.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by the board of directors. Such authority may be general or

confined to specific instances by resolution of the board.

Section 5.3 **Checks and drafts**

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by 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 of directors.

Section 5.4 **Deposits**

All funds of the corporation not otherwise employed or invested shall be deposited from time to time to the credit of the corporation in such depositories as the board of directors direct.

ARTICLE VI: RECORDS AND REPORTS

Section 6.1 **General**

The corporation shall keep all records and submit and file all reports and filings as are required by applicable law. Unless the board of directors otherwise directs, the treasurer shall be responsible for keeping, or causing to be kept, all financial and accounting records of the corporation and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the secretary shall be responsible for keeping, or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports and filings.

The corporation shall keep as permanent records minutes of all meetings of the board of directors and members and a record of all actions taken by committees of the board of directors. The corporation shall maintain appropriate accounting records.

Section 6.2 **Records at Principal Office**

The corporation shall keep a copy of the following records at the corporation's principal office:

1. Articles of or restated articles of incorporation and all amendments to them currently in effects;
2. bylaws or restated bylaws and all amendments to them currently in effect;
3. A list of names and business addresses of its current directors and officers; and
4. The most recent annual report delivered to the North Carolina Secretary of State.

ARTICLES VII: MISCELLANEOUS

Section 7.1 **Notice and Waiver of Notices**

Except as otherwise provided in the articles of incorporation or these bylaws, any notice permitted or required to be given pursuant by these bylaws may be given in any manner permitted by applicable law **cU1cwl** therein provided.

Section 7.2 **Fiscal year**

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 7.3 **Indemnification**

Any person who at any time serves or has served as a director of the corporation shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (A) expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not brought by or on behalf of the corporation, arising out of his or her status as such director, or his or her status as an officer, employee or agent of the corporation, or his or her service at the request of the corporation, as a director, officer, partner, trustee, employee or agent of the corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit

plan, or his or her activities in any of the foregoing capacities and (B) any liability incurred by him or her including without limitation, satisfaction of any judgement, money decree, fine (including any excise tax assessed with respect to any employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any such action, suit or proceeding.

The board of directors of the corporation shall take all such action as many be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

Expenses incurred by a director in defending an action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director to pay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation against such expenses.

Any person who at any time after the adoption of these bylaws serves or has served as a director of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from he pro visions of this bylaw and shall not limited by the provisions for indemnification in Sections 55-8-51 through 55-8-56 of the North Carolina Business Corporation Act or any successor statutory provisions.

Any person who is entitled to indemnification by the corporation hereunder shall also be entitled to reimbursement of reasonable costs, expenses and attorneys fees incurred in obtaining such indemnification.

Section 7.4 Amendments

Except as otherwise provided herein or in the articles of incorporation or by applicable law, these bylaws may be amended or repealed and new bylaws may be adopted by action of the board of directors.

Alteration or amendment may be made to these bylaws by a majority vote of the board of directors entitled to vote at any regular or special meeting. The notice of such meeting shall contain a statement of the proposed alteration or amendment unless such statement of proposed alteration or amendments expressly waived in writing.