

Bylaws of the St. Andrew's Community Cafe(Draft: October 2018)

Article I. **Name**

The name of the organization will be St. Andrew's Community Cafe.

Article II. **Objective**

The objective of the St. Andrew's Community Cafe is to provide a place for community engagement, community building, and community fellowship through nutritious meals.

Article III. **Board Membership**

A. Size of Board:

1. The Board of Directors will be comprised of five members appointed by the Vestry, serving three-year terms, or until their successors are elected.
2. The Board will also include the following ex-officio members with voting privileges. Ex-officio members do not count toward determining the quorum.
 - a. The Rector of St. Andrew's Episcopal Church
 - b. The Executive Director of the Community Cafe

B. Eligibility and Selection: Candidates for membership on the St. Andrew's Community Cafe Board of Directors will be nominated by the current Board and appointed by the St. Andrew's Vestry.

C. Composition: The majority of the St. Andrew's Community Cafe Board of Directors shall be members of St. Andrew's Episcopal Church.

D. Length of Term: A term of service will be three years in length, or until their successor is elected.

E. Term Limits: A member must be off the Board for a minimum of one year after completion of a full three-year term before consideration for reappointment to the board.

F. Filling of Vacancy: In the event of a vacancy on the Board prior to the annual meeting, the Board may elect a replacement by majority vote, with a term ending at the next annual meeting.

G. Nominations. At the October meeting, the Board shall present a slate of at least one individual per board vacancy, provided consent has been obtained from each nominee.

H. Appointment. The members of the Board shall be appointed by the Vestry from the nomination list provided, and names of new Board members will be provided to the Board in time for installment at the January meeting.

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I. Board Duties:

1. Serve at the will of the St. Andrew's Episcopal Church Vestry.
2. Provide guidance to Cafe operations.
3. Appoint an Executive Director on an annual basis. [see Officer Selection, Article IV, Item C]
4. Supervise and support the Executive Director
5. Provide policy guidance and interpretation for problems that arise
6. Provide financial supervision for Cafe operations including:
 - a. Approving an annual budget
 - b. Assisting in fundraising efforts/goals
7. Approve any individual non-budgeted transaction that exceeds \$500.
8. Approve any expenditure that exceeds the approved budget.
9. Set a longer term strategic financial plan
10. Review and refine policy and procedure structure.

Article IV. **Board Officers**

A. Officer Titles: The Officers of will include: a Chair, a Secretary and a Community Cafe Executive Director.

B. Term of Office: Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of 1 year or until their successors are elected.

C. Officer Selection:

1. Officer Selection will occur by a majority vote of the incoming Board at the Annual Meeting in January after installation of all Board members.
2. Officer Vacancy shall be filled upon a vacancy by a majority vote of the Board to serve in the interim until the Annual Meeting in January.

D. Officer Duties:

1. Chair Duties:
 - a. Call Meetings of the Board.
 - b. Develop an Agenda for meetings.
 - c. Develop an annual report with the input of the Board to be provided to the Vestry in January.
 - d. Preside at meetings of the Board of Directors;
 - e. Appoint a parliamentarian on an as needed basis.;
 - f. Appoint chairs and members of committees to the extent provided in Article VI;
 - g. Appoint a Secretary Pro Tem when necessary, and
 - h. Fulfill such other duties as may be assigned by the Vestry or the Board of Directors.

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2. Secretary Duties
 - a. Perform the presiding duties of the Chair in the absence of or at the request of the Chair;
 - b. Fill the unexpired term if a vacancy occurs in the office of Chair;
 - c. Record the minutes of all meetings of the Board of Directors;
 - d. Provide minutes to the members of the Board within 7 days after any Board meeting
 - e. Be custodian of all documents, including organization bylaws, special rules, and standing rules;
 - f. Conduct correspondence as directed by the the Board of Directors, or the Chair;
 - g. Notify Vestry of officer changes as needed;
 - h. Send a call of the meeting to each Board member (or some other method of notification);
 - i. Fulfill such other duties as may be assigned by the Vestry, the Board of Directors, or the Chair.

3. Executive Director Duties:
 - a. Provide a written and oral report to the quarterly meetings of the Board.
 - b. Direct Cafe operations
 - c. Recruit, supervise and support volunteers
 - d. Make management decisions as needed, consulting with the Board when needed
 - e. Create an annual budget and provide to the Board at the January Meeting.
 - f. Communicate financial needs to the Board
 - g. Provide report on quarterly expenditures
 - h. Carry out the will of the Board.

Article V. **Meetings**

- A. Regular meeting.
 1. The regular meeting of the The Community Cafe Board of Directors will be scheduled on a quarterly basis in the months of January, April, July, October, at time and place determined by the Chair of the Board.
 2. The Call of the Meeting shall be issued with at least 7 days written notice given.
 3. The Chair has the authority to cancel any Regular Meeting.

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B. Annual Meeting.

1. The regular meeting in January can be designated the Annual Meeting of The Community Cafe Board.
2. Notices shall be provided at least 7 days before the meeting. The Annual Meeting shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

C. Special meetings

1. Special Meetings may be called by the chair and shall be called upon the written request of two members of the Board.
2. The purpose of the meeting shall be stated in the call for the meeting and at least 7 days written notice shall be given.

D. Location: All meeting shall be held at a time and place determined by the Board.

E. Quorum: Quorum will be a majority of the appointed Board of Directors.

F. Electronic Meetings. Meetings of the Board may be held through the use of a conference telephone or similar communications equipment so long as all members participating in such meeting can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof, which may be in counterparts. Approval of said meeting may be accomplished via email or fax.

G. Notice: All notices and communications regarding meetings may be sent by facsimile, email or postal mail to the members of the Board.

Article VI. **Committees**

A. Committee Appointment: Committees shall be created as the organization shall from time to time deem necessary to carry on the work of the association. The chair and members of such committees shall be appointed by the Chair of the Board, except that in the absence of the Chair of the Board, the Board of Directors may appoint the chair and members of a special committee, who shall be treated as though appointed by the Chair of the Board. Committees may be composed of member and/or non-members of the Board.

B. Committee Ex-officio Membership. The Executive Director shall be an ex-officio member of all committees.

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Article VII. Dissolution

In the event of the dissolution of the Board of Directors, the assets shall be liquidated and distributed to St. Andrew's Episcopal Church in accordance with government regulations.

No funds shall inure to the benefit of individual members.

Article VIII. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws of St. Andrew's Episcopal Church, these bylaws, any special rules of order the organization may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

Article IX. Amendment to Bylaws

- A. These bylaws may be amended at any Annual Meeting of the Board of Directors with a two-thirds vote, provided that the amendment has been submitted in writing at least 7 days prior to the meeting and in the call to the meeting.
- B. Once passed by the Board, any amendments to the bylaws will also need to be approved by Vestry of St. Andrew's Episcopal Church. The Vestry will ratify the amendment with a majority vote and the amendment will take effect immediately upon ratification.