

**WILDWOOD SOUP KITCHEN**  
**BY-LAWS**  
**APPROVED BY THE BOARD OF DIRECTORS, May 2010**

**PREAMBLE:** The Wildwood Soup Kitchen provides lunch meals Mondays through Fridays year round. Meals are served at the site location for those able to come. Deliveries are made to those whose physical condition restricts them to their homes. Non-paid volunteers work in the Soup Kitchen as cooks, servers, drivers and in other capacities as required. Specific responsibilities are contained in the Policy Book, which is located on site at the Soup Kitchen. Shift captains (cook or server) are established to provide daily on site leadership of operations as well as to insure compliance with established policies.

**Article I: Name.** The name of the organization shall be The Wildwood Soup Kitchen, hereafter referred to as the Soup Kitchen (SK).

**Article II: Location.** The principal facilities of the SK are located on the property of the First Presbyterian Church at 203 Barwick St. (P.O. Box 104), Wildwood, FL 34785 (Phone: 352-748-1008).

**Article III: Purpose.** The SK is established for the purpose of providing nutritious meals at no cost to those who desire or need them regardless of race, creed, gender or financial need. The SK may also carry out such activities which the Board of Directors deems appropriate, in conformity with non-profit organizations as described in Section 501(c) (3) of the amended Internal Revenue Code. The fiscal year of the SK shall be from January 1 through December 31.

**Article IV: Limitations.**

**Section 1:** The SK shall be an equal opportunity and affirmative action organization and shall not discriminate on the basis of age, race, color, creed, sex, financial status, or national origin in persons served (or in the manner of service) as well as in membership on the Board.

**Section 2:** Should the SK operation be dissolved, after provision is made for payment of debts, all property of and donations to the SK, arising from whatever source, become the property of the First Presbyterian Church of Wildwood, FL, subject to the specific conditions of any donation.

**Article V: Governance and Oversight.** The governance and oversight of the SK shall be by a Board of Directors, hereafter referred to as the Board. At a minimum, this shall involve the establishment of policies, staffing, health and safety issues, food/equipment inventory and its procurement, budgetary controls, repair and maintenance as well as problem resolution.

**Article VI: Board of Directors.**

**Section 1: Powers.** The Board shall have all the powers necessary to carry out the above purpose and all the powers of non-profit corporations organized under the laws of the State of Florida and in conformity with Section 501(c) (3) of the amended Internal Revenue Code.

**Section 2: Number and Selection.** The Board shall have as many members as necessary in order to fulfill its responsibilities. To the extent possible, the majority of board members shall be actively involved in the current operation of the SK and shall be selected from recommendations received by the Board. Prospective Board members shall be selected in a manner chosen by the Board.

**Section 3: Term.** Board members shall serve for a period of one (1) year, which may be renewed.

**Section 4: Removal of a Board Member.** A Board member may be removed for good cause by decision of the other Board members. Good cause includes missing two consecutive meetings without good reason, physical or mental incapacity, or failure to perform duties as a Board member.

**Article VII: Meetings.** Normally the Board shall meet bi-monthly at a place and time determined by the group. Fifty percent (50%) of Board members shall constitute a quorum for the transaction of business. Decisions by the Board shall be made by either consensus or majority vote.

**Article VIII. Officers.** The officers of the Board shall be as follows: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The positions of Recording Secretary and Corresponding Secretary may be held by one person.

**Article IX. Selection and Term of Officers.** Officers shall normally be selected at the May meeting of the Board and serve for a period of one (1) year from July 1 to June 30. Officers shall be selected in a manner chosen by the Board. The term of all officers may be renewed. A vacant position during the year may be filled with board approval of the candidate.

**Section 1: Nominations:** A chairman shall be appointed by the President. Two other committee members shall be selected by the executive board in March to submit a slate of officers for board vote in May.

**Article X. Duties of Officers.**

**Section 1:** The President shall be the chief officer of the SK and oversee the management of its activities. He/she shall provide an agenda for and preside at all meetings of the Board and insure that Board decisions are implemented. The President shall sign contracts on behalf of the SK except when the Board delegates that responsibility to another officer. He/she shall perform all other duties consistent with the office and/or as directed by the Board.

**Section 2:** The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President. In addition, he/she shall perform other duties which the Board may prescribe.

**Section 3:** The Recording Secretary shall maintain an accurate listing of Board members, record the proceedings of all Board meetings, maintain archives of all minutes, insure effective communication between the Board and its members, and perform all other duties consistent with the office and/or as directed by the Board.

**Section 4:** The Corresponding Secretary shall be responsible for all correspondence, maintain archives of all correspondence, perform the duties of the Recording Secretary in his/her absence. In addition, he/she shall perform other duties as directed by the Board. The positions of both Recording Secretary and Corresponding Secretary may be held by one person.

**Section 5:** The Treasurer shall have the custody of the SK's funds, shall make all deposits, disbursements, shall be one of the authorized signature on checks as defined in the Soup Kitchen Policy, and keep an accurate account of receipts and disbursements. He/she shall provide a financial report at all Board meetings as well as an assessment of the financial condition of the Soup Kitchen. The Treasurer shall further insure that the financial records of the SK are appropriately audited each year, the results of which are to be submitted to the Board for review and approval. He/she shall perform all other duties consistent with the office and/or as directed by the Board.

**Article XI: Committees.** The Board shall establish both permanent and temporary committees, as needed, in order to achieve the mission and purpose of the SK as well as to facilitate the Board's work. See Soup Kitchen Policy for current information.

**Article XII: Liability.** Individual Board members, volunteers or agents of the SK shall not be held liable for the debts of the SK unless there is provable evidence of unauthorized expenditures or illegal actions.

**Article XIII: Problem Resolution.** Should a disagreement arise between Board members, resolution shall be reached as follows:

1) Open and direct dialogue which allows for the discussion of differences and the development of compromise solution(s).

2) Should the above fail, a vote by Board members shall be taken, absent the Board president, who is to reserve his/her vote in order to resolve a potential tie vote.

**Article XIV: Amendments.** These By-Laws may be amended at any Board meeting by two-thirds (2/3) vote of the Board members present, provided that notice is given in writing to all Board members one week in advance of the meeting.