

SEVEN LOAVES SERVICES, INC.  
MIDDLEBURG, VIRGINIA

AMENDED AND RESTATED BYLAWS

ARTICLE I – NAME AND LOCATION

The name of the corporation shall be Seven Loaves Services, Inc. (the “Corporation”). The principal office of the Corporation shall be located in Middleburg, Virginia. The Corporation may have such other offices, either within or without Middleburg, Virginia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II – MISSION

The Corporation is an all-volunteer, faith-based, nonprofit organization serving Middleburg, Virginia and the surrounding area, with a mission to provide nutritious food, personal supplies, and other assistance to those in need.

ARTICLE III – SPONSORING ORGANIZATIONS

Local churches shall serve as sponsoring organizations for the Corporation with support from other local organizations, businesses, and caring individuals. No one church, organization, or other entity shall have a controlling interest in the management of the Corporation. The addition of a church as a sponsoring organization shall require the affirmative vote of a majority of the directors in office.

ARTICLE IV – MEMBERS

The Corporation shall not have any members.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers and Qualifications

The Board of Directors shall determine the policies and manage the affairs of the Corporation. The directors shall act only as a Board of Directors, or as a committee thereof; individual directors shall have no power as such.

Section 2. Responsibilities

The Board of Directors shall have the responsibility for the governance of the Corporation, to include:

1. Leading strategic planning in accordance with its mission and purpose.
2. Monitoring the financial health of the organization and ensuring that it complies with all applicable regulations.
3. Participating in resource development by soliciting annual contributions and in-kind donations during seasonal drives, and by supporting fund raising efforts and events.
4. Promoting, actively, the mission, programs and accomplishments of Seven Loaves Services, as well as its opportunities for service and support by the community.

**Section 3. Number, Classification, Term and Election of Directors**

a. The Articles of Incorporation shall fix the initial number of directors. Thereafter, the number of directors shall not be less than ten (10) and no more than twenty (20). Such numbers may be increased or decreased by the Board of Directors.

b. The Board of Directors shall consist of two classes designated as Class I and Class II.

c. Class I directors shall be ex-officio members comprised of the principal members of the clergy from each of the sponsoring churches. The number of Class I directors at any given time shall be equal to the number of sponsoring churches. The term of a Class I director shall be for the length of time the director is the principal member of the clergy of the sponsoring church. As ex-officio members of the Board, there will be no election process for Class I directors.

d. Class II directors shall be non-clerical members of the community at large committed to Seven Loaves Services' mission who bring additional expertise and resources to the Board. There shall be a minimum of four (4) Class II directors. The Board of Directors may increase the number of Class II directors consistent with these Bylaws. Class II directors shall be elected for a three-year term and may have successive terms without limitation. A majority vote of the members of the Board (consisting of both classes of directors) shall be required for the election of Class II directors.

**Section 4. Resignations**

Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified in writing. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

**Section 5. Removal**

The Board of Directors, when in the Board's judgment the best interests of the Corporation would be served thereby, may remove any director with cause at a meeting called for such purpose by a majority vote of the members of the Board. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

**Section 6. Vacancies**

A vacancy in the board shall be deemed to exist in the event of the transfer, resignation, removal, or death of a director or as a result of an increase in the size of the Board. A vacancy of a Class I director, shall be filled by the clergy members' successor. A vacancy of a Class II director shall be filled by a majority vote of the remaining directors. The term of a Class II director elected by the Board to fill a vacancy shall expire at the end of the term of the director whose resignation, removal, or death gave rise to such vacancy or, in the event of a vacancy created by an increase in the size to the Board, at the next meeting at which directors are elected.

Section 7. Meetings of the Board

- a. *Annual Meeting:* The Board of Directors shall schedule an annual meeting at such time and place as shall be determined by the Board for the purpose of: (1) recognizing the service of volunteers working in support of Seven Loaves Services; and (2) receiving a report by the President on the condition of the business of the Corporation. The annual meeting may serve as a regular meeting of the Board.
- b. *Regular Meetings:* The Board of Directors shall meet at least four times a year on a schedule fixed by the Board.
- c. *Special Meetings:* The President may call at any time or the Secretary shall call, upon the request of a majority of the members of the Board of Directors, special meetings of the Board of Directors.
- d. *Notice of Meetings:* The Secretary shall serve the directors personally or by mail with a written notice of every Annual Meeting and every Special Meeting of the Board, not less than ten (10) days prior to such meeting. Notices of special meetings shall state the time and place of the meeting; purpose or purposes of such meetings need not be specified, unless otherwise required in the Virginia Nonstock Corporation Act, the Articles of Incorporation, or these Bylaws.
- e. *Waiver of Notification:* Whenever notice is required to be given to any director under the provisions of the Virginia Nonstock Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waivers need not specify the purpose of the meeting.
- f. *Quorum:* A majority of the directors then in office and entitled to vote upon an issue shall constitute a quorum for the transaction of business.
- g. *Voting:* Each director shall have one (1) vote on all matters that come before the Board of Directors upon which the directors are required and entitled to act. A majority of the votes cast is necessary for passage of all matters.
- h. *Consent:* If all the directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such actions shall be a valid corporate act as though it had been authorized at a meeting of the Board of Directors.
- i. *Conduct of Meetings:* All meetings of directors shall be conducted in accordance with "Roberts Rules of Order," as revised and amended to the date of any such meeting.

## ARTICLE VI – COMMITTEES

### Section 1. Designation

The Board of Directors may, by resolution adopted by a majority of the directors in office, designate one or more committees, in addition to the Executive Committee, which it deems necessary for promotion and implementation of the purposes of the Corporation. The resolution shall state the limits of the committee. The Board of Directors shall have the power at any time to (a) designate a member of such committee as its chairperson; (b) fill vacancies; (c) change the membership; or (d) discharge a committee.

### Section 2. Meetings

The Chairperson of any committee shall fix the time and place of its meetings. Each committee shall keep records of its actions, provide reports of its activities to the Board of Directors and shall maintain minutes of its meetings, which shall be filed with the minutes of the Board of Directors.

### Section 3. Quorum

A majority of the members of any committee shall constitute a quorum.

## ARTICLE VII – OFFICERS

### Section 1. Designation

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each to have duties and authority as are provided in these Bylaws, or as the Board of Directors may determine.

### Section 2. Duties

The duties of officers shall be as follows:

- a. President:* The President shall preside at all meetings of the Board of Directors and of the Executive Committee. S/he shall present at each Annual Meeting a report of the condition of the business of the Corporation. S/he shall cause to be called regular and special meetings of the Board of Directors in accordance with these Bylaws. S/he shall be empowered to sign and make all contracts and agreements in the name of the Corporation that have been authorized by the Board. S/he shall supervise the other officers and committee chairs, ensuring the accomplishments of their accountabilities. S/he shall support directors in meeting their Board-established expectations, and exercise general oversight over the affairs of Seven Loaves Services based on the policies and strategic direction established by the Board of Directors. S/he shall serve as an ex-officio member of all Board committees and will have voting privileges thereto.
- b. Vice President:* The Vice President shall attend meetings of the Board of Directors and Executive Committee. S/he shall understand the functions of the President and be prepared to perform these duties in the President's absence. S/he will carry out special

assignments as requested by the President, and assist the President in monitoring the effectiveness of the Board's governance practices.

- c. *Secretary*: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of Minutes of the Board of Directors. S/he shall give notices to the Board as required by law, the Virginia Nonstock Corporation Act, the Articles of Incorporation, or these Bylaws. S/he shall ensure that books, papers and records of the Corporation are maintained.
- d. *Treasurer*: The Treasurer shall exercise general supervision over all aspects of the Corporation's financial affairs, as directed by the Board of Directors. S/he shall oversee the process of appointing independent auditors and ensure audit reports are presented to the Board annually. S/he shall also present financial and corporate reports to the Board of Directors, and ensure that reports are presented in a manner that supports the Board in its fiduciary responsibilities. S/he shall perform such duties as are ordinarily incident to the office of the treasurer of a corporation.

### Section 3. Executive Committee

The Executive Committee shall consist of all officers of the Corporation, as well as the chairs of the standing committees of the Board of Directors. The Executive Committee may act on behalf of the Board between Board meetings on all matters except those that are specifically reserved for the Board as stated in these Bylaws to include: approve an Amendment in the Articles of Incorporation, approve a plan or merger or consolidation, fill vacancies on the Board, or adopt, amend, or repeal the Bylaws. The Executive Committee's actions shall be reported to the Board no later than the next Board meeting. Other duties may be assigned to the Executive Committee as the Board of Directors may by resolution, from time to time, determine.

### Section 4. Election and Term

The officers shall be elected from among the eligible Class II, non-clerical, members of the Board at a regular meeting of the Board of Directors, and shall hold office for a term of one year, or until their successors are duly elected and qualified. Any officer may be re-elected by the Board of Directors whenever, in the Board's judgment the best interests of the Corporation would be served thereby. Ordinarily, terms of officers shall run from the date of the Annual meeting until the next Annual meeting.

### Section 5. Vacancies and Removal

The Board of Directors shall fill vacancies in any office forthwith at regular or special meetings of the Board for the unexpired term of the predecessor. Any officer elected according to these Bylaws may be removed, with or without cause, by a majority vote of the Board of Directors, at any regular or special meeting.

Section 6. Resignations

Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

ARTICLE VIII – COMPENSATION AND EXPENSES

Section 1. Compensation

The Corporation is a wholly volunteer organization; and, directors and officers shall not receive any compensation for their services, under any circumstances, as directors and officers.

Section 2. Expenses

Reasonable expenses incurred by directors or officers while conducting organizational business may be reimbursed.

ARTICLE IX – LIABILITY AND INDEMNIFICATION

Section 1. Liability

No director or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of debts or obligations of this corporation. In the absence of fraud, bad faith, willful misconduct, and a knowing violation of the criminal law, the directors and officers shall not have any liability in any proceeding, whether brought by or in the right of the Corporation or otherwise.

Section 2. Indemnification

The Corporation shall indemnify and hold harmless every director, officer, former director and former officer against any and all claims, liabilities, and expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) to the fullest extent permitted under the Virginia Nonstock Corporation Act, as such Act may be amended from time to time. The Corporation shall maintain in effect a policy of insurance in amounts sufficient to cover any reasonable liability that might arise under this section.

Section 3. Advances

The Corporation may provide advances and reimbursement of expenses to a director or officer (or person formally serving in either capacity) in connection with any proceeding to which such person is a party because of their present or former service as a director or officer except in the case of willful misconduct or a knowing violation of criminal law. The provisions of any such advances and/or reimbursements shall be approved by a resolution duly adopted by a majority vote of the Board of Directors excluding any member for whose benefit such advances and /or reimbursements are being authorized.

## ARTICLE X – GENERAL PROVISIONS

### Section 1. Allocation of Funds

The Board of Directors shall have general authority over the use of the Corporation's funds.

### Section 2. Execution of Contracts

The Board of Directors, except as otherwise provided for in these Bylaws, may authorize any officer or officers, agent or agents, in name and on behalf of the Corporation to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation.

### Section 3. Gifts

The Board of Directors may accept, on behalf of the Corporation, any gift, contribution, bequest or device for the purpose of the Corporation.

### Section 4. Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

### Section 5. Books and Records

The Secretary shall maintain all general records of correspondence and business, except financial records. The Treasurer shall maintain all financial records and books of accounts.

### Section 6. Depositories

The funds of the Corporation not otherwise employed shall, from time to time, be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one (1) or more officers or agents of the Corporation to whom the Board of Directors may delegate such power.

### Section 7. Signatories

All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation by the Treasurer or, during his/her unavailability, by the President or others as the Board of Directors deems necessary and so authorizes.

### Section 8. Annual Audit

The Board of Directors must require an annual audit be made of the books and accounting records of the Corporation.

### Section 9. Fiscal Year

The fiscal year shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI – AMENDMENTS

These Bylaws, or any one (1) or more of the provisions thereof may be altered, amended or repealed by new bylaws adopted by a majority vote of the Board of Directors.

ARTICLE XII – DISSOLUTION OF THE CORPORATION

In the event that Seven Loaves Services is disbanded, all existing funds and assets shall be distributed to an exempt charitable or nonprofit organization, within the meaning of section 501(c)(3) of the Internal Revenue Code, the identity of which shall be determined by a majority vote of the Board of Directors at the last board meeting prior to dissolution.

ARTICLE XIII – EFFECT OF PROVISIONS OF LAW AND CERTIFICATE OF INCORPORATION

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Virginia Nonstock Corporation Act or the Articles of Incorporation.

SECRETARY'S CERTIFICATE

I, *Carol O'Malley*, Secretary of Seven Loaves Services, Inc., a Virginia nonprofit corporation, do hereby certify that the foregoing is a true and complete copy of the Amended and Restated Bylaws of the Corporation, as submitted to and adopted by the unanimous signed consent of the Board of Directors, effective December 24, 2008.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this 16<sup>th</sup> day of January, 2009.

*COMalley*  
SECRETARY