BYLAWS of Manna from Seven, Inc. (Approved: April 14, 2026)

ARTICLE I
Name of Corporation

The organization is incorporated as a not-for-profit Corporation under the laws of the State of Indiana and is known as Manna from Seven, Inc.

ARTICLE II
Purpose of Corporation

The purpose of Manna from Seven, Inc, (hereafter referred to as "the Corporation") in accordance with the objects and purposes stated in Article II of the Articles of Incorporation, are;

1. The Corporation is organized exclusively for charitable and educational purposes.
   a) To satisfy the immediate need of hunger in the Wabash Valley community for the weekend by offering food, both perishable and non-perishable, that can be taken home and prepared at a later date. The foods are given freely, and any volunteers working with Manna from Seven will offer this food service with the utmost respect and free of any discriminatory behavior; and
   b) To store and distribute, surplus food and materials; providing nutritious meals and food distribution to anyone in need who comes to our facility or serving sites, including the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal Tax Code); and
   c) To reduce hunger in Wabash Valley through education and advocacy subject to the IRS 501 (c)(3) limitations; promoting the use of such foods and carrying on a program of community education and solicitation to feed those in need.
   d) To engage in any lawful act or activities for which this non-profit Corporation is organized under the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act").
2. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the provision of any future United States Internal Revenue Law).
3. The Corporation may amend its Articles of Incorporation and Code of Bylaws within the powers of amendment granted by the Act and as established in the Bylaws.

ARTICLE III
Board of Directors

1. **Conduct of Affairs:** The affairs of the Corporation shall be governed by the Board of Directors in accordance with the Articles of' Incorporation and these Bylaws.
2. **Powers:** The Board of' Directors shall be empowered to establish policy, disburse funds, hire personnel, acquire and dispose of property of all kinds, plan programs, establish any and all services, institutions, groups and associations, either under its own accord or in conjunction with other organizations, which are deemed necessary to promote and effectuate the purposes of the Corporation.
3. **Composition:** The Board of Directors shall be composed of not less than five (5) nor more than eleven (l1) Directors.
4. **Term:** All full terms of Directors shall begin January 1 and end December 31. One-third of the Directors shall be elected each year to a three year term. A Director may serve unlimited consecutive years on the Board.
5. **Vacancies:** The Nominations Committee shall propose candidates to fill vacancies. Vacancies shall be filled through majority election by the Board. The person so elected shall serve the remainder of the term of the resigning Director. A Director who has been absent from three consecutive or more than one-half' of the regular meetings of the Board shall automatically be dropped from the Board unless the absence is approved by a majority vote of those voting at any Board meeting. Directors who have failed to carry out their responsibilities may also be removed by the Board by two-thirds vote of the Directors present. Any Director may resign at any time by submitting a letter of resignation to the Board President, the letter of resignation should be submitted to the Board Vice-President.
6. **Executive Committee:** The Board of' Directors may appoint an Executive Committee to conduct the affairs of the Corporation. Every action or decision of the Executive Committee shall be deemed an action or decision of the Board of Directors.

ARTICLE IV
Meetings of the Board of Directors

1. **Regular and Special Meetings:** The Board shall meet quarterly, unless otherwise specified. Directors shall be given notice by mail or electronic means at least five days before the meeting of the time, date and place of meeting. These meetings shall be open to the public. Board meetings will last no longer than two hours unless 75 percent of the Directors present request additional time to finish discussion. A Director may attend electronically on a case by case basis with the approval by the majority of Board Members. All agenda items not addressed prior to the adjournment of a meeting will be tabled until the next meeting.
2. **Minutes:** Must be kept or caused to be kept by the Board Secretary. Motions voted on by the board must be recorded in the minutes, along with a record of the vote.

3. **Quorum:** A quorum of Directors is needed to vote on matters requiring Board approval. A majority of the Directors currently on the Board will constitute a quorum at any meeting of the Board. Each Director shall have one vote on each matter proposed before the Board. A majority of the votes by the Directors present is needed for a motion to be approved.

ARTICLE V
Officers

1. **Officers:** This Corporation shall have the following duly elected officers:
    a) President
    b) Vice-President
    c) Secretary
    d) Treasurer
2. **Election:** The officers shall be elected by the Board annually, at the first meeting of the fiscal year.
3. **Term:** The office term for all officers shall be for one (1) year and until their successor takes office.
4. **President:** The President shall preside at all meetings of the Board of Directors and shall be the official representative of this Corporation.
5. **Vice-President:** The Vice-President shall preside in the absence of the President and assume his/her duties and responsibilities.
6. **Secretary.** The Secretary shall keep the minutes of all Board of Directors meetings; and shall be assigned general secretarial duties.
7. **Treasurer:** The Treasurer shall be responsible for the receipts, disbursements and deposits of funds, and the general financial affairs of the Corporation.
8. **Vacancy:** If an office becomes vacant, it shall be filled for the remainder of the term by a Director elected by the Board.
9. **Removal and Resignation:** An officer may be removed for cause by a ⅔ vote of all Directors at a Board meeting for which notice has been given that an officer's removal will be considered. An officer may resign his/her office at any time by notifying the President in writing, The President may resign by notifying the Vice-President.

ARTICLE VI
Committees

1. **Appointment and Authority:** The President, by and with the approval of the Board, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the programs of the Corporation. Committee appointments shall be for the calendar year unless a different term is specified at the time the committee is formed. A minimum of two Directors must serve on any committee formed.

2. **Functions.** It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.
3. **Limitations of Authority.** No action by any Director, Committee, Employee, Administrator, or Officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall have been approved or ratified by the Board. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.
4. **Executive Director:** The Board may appoint an Executive Director, who is not a director, to manage the day-to-day activities of the corporation.
5. **Executive Director's Committee Membership:** The Executive Director shall be a non-voting member of the Operations, Finance and Board Development Committees.

ARTICLE VII
Registered Office and Agent

The Corporation shall maintain a registered office and a registered agent who resides in Indiana and whose business office is identical to the registered office. The registered agent is the Corporation's agent for service of process, notice, or demand required or permitted by law to be served on the Corporation. The address and name of the Corporation's registered office and registered agent will be filed annually with the Indiana Secretary of State.

ARTICLE VIII
Execution of Documents

Unless otherwise approved by the Board, all contracts, leases, commercial paper and other instruments in writing and legal documents shall be signed by the President and attested by the Secretary. All checks, drafts, notes and orders for the payment of money shall be signed by either the Treasurer or the Executive Director. When a check exceeds one thousand ($1.000.00) dollars, both the Treasurer and The Executive Director signatures are required. The President of the Board may sign in cases where the Treasurer or Executive Director is not available.

ARTICLE IX
Funds

All money received by Manna from Seven, Inc., shall be deposited in a general fund or other designated account of a local financial institution.

Disbursements. Upon approval of the budget by the Board, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget.

Fiscal Year. The fiscal year of the Corporation shall close on December 31.
Budget. The budget will be submitted to the Board for approval at the November Board Meeting.

ARTICLE X
Parliamentary Authority

The current edition of Robert's Rules of Order shall be followed in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Corporation.

ARTICLE XI
Amendments

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Board of Directors present and voting at a meeting of the Board called for that purpose, among others. Notice of the time, place, and purpose of such meeting of the Board shall be given to the Board by mail at least seven days prior to the meeting.

ARTICLE XII
Adopting Bylaws

Upon adoption of these Bylaws, any previous Bylaws or amendments which have governed the corporation shall hereby be declared null and void.

ARTICLE XIII
Non-Discriminatory Intent

All actions concerning officers, directors, committee, employees, and persons served by this corporation shall be taken without discrimination with respect to age, sex, sexual orientation, race, religion, disability, or national origin.

ARTICLE XIV
Indemnification

In General: Each person who, as an Officer or Director of the Corporation, is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law as the same exists or may hereafter be amended, against all expense, liability and loss, including but not limited to attorney’s fees, judgments, fines, taxes or penalties, or amounts paid in settlement reasonably incurred or suffered by such indemnities in connection therewith, and such indemnification shall continue as to indemnity who has ceased to be a Director or Officer and shall inure to the benefit of the indemnity's estate, heirs and personal representatives.

Exceptions. No person serving as a Director or Officer shall be indemnified by the Corporation in any instance in which he or she shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of law or from or on account of any transaction with respect to which it was determined that such Director or Officer personally received a benefit in money, property or services to which the Director or Officer was not legally entitled.

ARTICLE XV

Conflict of Interest

The Directors of the Board of Directors and the management employees of Manna from Seven shall avoid conflicts of interest and any conduct which may suggest the appearance of impropriety in the disbursement of federal, state and local funds. If a potential conflict of interest arises, the Board Director or management employee must disclose the potential conflict to the Board of Directors. Further, the Board Director shall not vote on any contract or grant, and no management employee shall participate in the solicitation, negotiation, formation, award, arbitration, modification, or settlement of any contract or grant when the Board Director or management employee stands to benefit, either directly or indirectly from such contract or grant. A Board Director or management employee is not deemed to benefit directly or indirectly from a contract or grant involving public funds if he or she receives only the salary or stipend due him or her in the normal course of employment with or service to Manna from Seven. In order to avoid conflicts of interest or appearances of impropriety, all Board Directors and employees shall be informed of this policy and compliance with this policy shall be required of all such persons.

ARTICLE XVI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of Manna from Seven, Inc. exclusively for the defined purpose of the Corporation in such manner, or to such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.