

**BY-LAWS
TRI-STATE FOOD BANK, INC.**

ARTICLE I – IDENTIFICATION

Section 1.01 – Name. The name of the Corporation is Tri-State Food Bank, Inc. (hereinafter referred to as the “Corporation”).

Section 1.02 – Principal Office. The principal office of the Corporation is 801 E. Michigan Street, Evansville, Indiana 47711.

Section 1.03 – Seal. The seal of the Corporation shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the name of the Corporation. In the center of the seal shall appear the words “Corporation Seal.”

Section 1.04 – Fiscal Year. The fiscal year of the Corporation shall begin July 1 of each year and end June 30 the following year.

ARTICLE II – MEMBERS

Section 2.01 – Classes. All members shall be of one class.

Section 2.02 – Composition of Membership. The members of the Corporation shall be those persons who are members of the Board of Directors of the Corporation.

Section 2.03 – Rights of Members. All members shall have full and equal privileges with all other members. All members shall have equal voting rights on all matters at all meetings. The right of any member to vote and participate in the affairs of the Corporation shall cease upon the termination of membership. In no event shall any member be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation or other termination of the corporate existence of the Corporation.

Section 2.04 – Resignation of Members. Any member may resign from the Corporation by delivering a written resignation or transmitting an electronic resignation to the president or secretary of the Corporation.

Section 2.05 – Voting.

(a) Each member of the Corporation is entitled to a single vote on each matter submitted to a vote of the membership.

(b) Cumulative voting is prohibited.

Section 2.06 – Transfer. Membership in this Corporation is not transferable or assignable.

ARTICLE III – MEETINGS OF MEMBERS

Section 3.01 – Annual Meeting. An annual meeting of the members shall be held on the fourth Thursday of July of each year, or at another date designated by the president, at 1:00 p.m. or another time designated by the president, at the principal office of the Corporation, or at such other location as shall be determined by the president, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. If the election of directors is not held as described

immediately hereinabove, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient. Primary items of business at the annual meeting shall be the election of directors. The failure to hold an annual meeting shall not effect the validity of any action taken by the Corporation.

The Board of Directors may also choose to hold an Annual Food Bank Report Meeting to which member agencies and/or donors may be invited.

Section 3.02 – Special Meetings. Special meetings of the members may be called by the president or by a majority of the Board of Directors.

Section 3.03 – Notice of Meetings. Written or printed notice stating the date, hour, and place of the meeting, and the purpose of a special meeting, shall be delivered personally, mailed, emailed, sent by facsimile transmission, or otherwise transmitted in a commercially reasonable manner to each member entitled to vote thereon not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the president, or the secretary, or persons calling the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at such member's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 3.04 – Quorum. At any meeting of the members of the Corporation, the presence of a majority of the members in person or by telephone or other electronic means in which the member can hear and participate in discussion shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 3.05 – Approval. The vote of a majority of members entitled to vote thereon and present in person or by proxy at a meeting is necessary for approval by members on any matter submitted to membership vote unless a greater percentage is required by law in any instance. Unanimous consent in writing of all members entitled to vote thereon constitutes approval of a matter if taken prior to action on such matter.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01 – Powers of Board. The business and property of the Corporation shall be managed and controlled by its Board of Directors.

Section 4.02 – Number, Tenure, and Qualifications. The Board of Directors shall be composed of not less than six (6) and not more than eighteen (18) members. Each director shall be elected to serve a three (3) year term. Not less than two (2) and not more than six (6) members of the Board of Directors shall be elected at each annual meeting. Each director shall continue to hold his or her office until his or her successor is elected and qualified. There shall be no limitation on the number of consecutive terms which a member of the board may be permitted to serve.

Section 4.03 – Annual Meeting. An annual meeting of the Board of Directors shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of members.

Section 4.04 – Regular Meetings. Regular meetings of the Board of Directors shall be held not less often than quarterly. The Board of Directors may provide, by resolution, the date, time, and place for holding regular meetings of the board. Regular meetings of the board shall be held at the principal office of the Corporation unless there is notice to the contrary.

Section 4.05 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the Corporation unless there is notice to the contrary.

Section 4.06 – Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previous thereto by written notice delivered personally or sent by mail or electronically to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is sent electronically, such notice shall be deemed to be delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 4.07 – Quorum. At any meeting of the Board of Directors, the presence in person or by telephone or other electronic means in which the member can hear and participate in discussion of a majority of the members of the Board of Directors then qualified and acting shall constitute a quorum for the transaction of any business, except the filling of vacancies in the Board of Directors. If less than a majority of the directors is present in person or by telephone or other electronic means at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.08 – Vacancies. Any vacancy occurring in an at-large position on the Board of Directors by reason of death, removal, resignation, or otherwise, shall be filled by the affirmative vote of a majority of the Board of Directors. Any director so elected shall hold office until the next annual meeting of the members of the Corporation and until his successor is elected and qualified.

Section 4.09 – Vote by Consent in Writing. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 4.10 – No Proxy Voting. There shall be no proxy voting by any member of the Board of Directors.

Section 4.11 – No Compensation. Directors shall not receive any salary or other compensation for their services as directors. Directors may receive reimbursement for all expenses reasonably incurred by them in the performance of their services as directors and as members of any committee appointed by the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V – OFFICERS

Section 5.01 – Officers. The officers of the Corporation shall consist of a president, a vice-president, a secretary and a treasurer. The Board shall also have the right, in the exercise of its discretion, to create the office of assistant secretary. No person shall hold two or more offices at the same time. The Board of Directors, by resolution, may create and define the duties of other offices in the Corporation and may elect or appoint persons to fill such offices.

Section 5.02 – Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 5.03 – Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 5.04 – Vacancies. Any vacancy in any office because of death, resignation, increase in the number of offices of the Corporation, or otherwise, shall be filled by the Board of Directors, and such officer so elected shall hold office until his successor is chosen and qualified.

Section 5.05 – President. The president shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors, discharge all the duties that devolve upon a presiding officer, shall have supervision over the property, business and affairs of the Corporation and perform such other duties as this Code of By-Laws provides or the Board of Directors may prescribe.

Section 5.06 – Vice-President. The vice-president shall perform all duties incumbent upon the president during the absence or disability of the president and perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

Section 5.07 – Secretary. The secretary shall have responsibility for overseeing the care and custody of the corporate seal, records, minutes and books of the Corporation. Such corporate seal, records, minutes and books of the Corporation shall be kept at the principal office of the Corporation, unless otherwise determined by the board. The secretary shall attend all meetings of the members and of the Board of Directors; shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings; and shall perform a like duty for committees appointed by the Board of Directors when requested. The secretary shall attend to the giving and serving all notices of the Corporation; shall file and take charge of all papers and documents belonging to the Corporation; and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

Section 5.08 – Assistant Secretary. The assistant secretary shall perform all duties incumbent upon the secretary during the absence or disability of the secretary and perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

Section 5.09 – Treasurer. The treasurer shall provide appropriate oversight of the financial policies and practices of the Corporation including the performance of a yearly audit by qualified outside auditors.

Section 5.10 – Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE VI – COMMITTEES

Section 6.01 – Designation of Committees. The president of the Corporation, with the approval of the Board of Directors, may appoint such committee or committees as may be necessary for the proper conduct of the affairs of the Corporation. Such committee shall be limited in its activities within the specific

authority of purpose for which it is appointed, and shall report its recommendations or findings to the Board of Directors. Members of the committee may be, but shall not be required to be, members of the Board of Directors. Any member of a committee may be removed at any time by action of the Board of Directors.

Section 6.02 – Ex Officio Members of Committees. The president of the Corporation and the executive director of the Corporation shall serve as *ex officio* members of all committees.

Section 6.03 – Executive Committee. There shall be an executive committee, which shall consist of the officers of the Corporation. The executive committee shall have the power to transact all business of the Corporation between meetings of the Board of Directors. The executive committee must report all of its activities at the next meeting of the Board of Directors. Meetings of the executive committee shall be held upon the call of the president, which need not be in writing.

ARTICLE VII – PARTICIPATING AGENCIES

Section 7.01 – Participating Agencies. The executive director or assistant director shall admit to participation as participating agencies churches or other organizations which qualify as a 501(c)(3) organization under the Internal Revenue Code in accordance with all policies set forth for such admission and in accordance with the current needs of the Corporation.

Participating agencies, churches, or organizations will be eligible to receive food disbursements from the Tri-State Food Bank, except in cases where the government, the food industry, or other controlling authority imposes special disbursement requirements.

ARTICLE VIII – CORPORATE BOOKS

Section 8.01 – Place of Keeping. The books and records of the Corporation shall be kept at the principal office of the Corporation unless otherwise determined by the board.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 9.01 – Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as director or officer of the Corporation in good faith, if such person:

- (a) Exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs; or
- (b) Took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by the officers or employees of the Corporation which he/she had reasonable grounds to believe to be true.

The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Section 9.02 – Indemnification of Directors and Officers. The Corporation shall indemnify each person who performs or has performed services for the Corporation, or who is or was a director, officer or employee of the Corporation, or of any other corporation which he/she is serving or served on in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether actual or

threatened), brought by or in the right of the Corporation, or such other corporation or otherwise, civil, criminal, administrative, investigative, or in connection with an appeal relating thereto, in which he/she may become involved as a party or otherwise, by reason of his/her performing or having performed services for the Corporation, or his/her being or having been a director, officer, or employee of the Corporation or of such other corporation or by reason of any past, or future action taken or not taken in his/her capacity of performing or having performed services for the Corporation or as such director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided that such person acted in good faith, in what he/she reasonably believed to be the best interests of the Corporation, or such other corporation, as the case may be, and, in addition, in any criminal action or proceedings, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, reasonable attorneys' fees and disbursements and amount of judgments, fines, or penalties against, and amounts paid in settlement by a director, officer, or employee. The termination of any claims, actions, suits or proceedings, civil or criminal by judgment, settlement (whether with or without court approval) for conviction or upon plea of guilty or *nolo contendere*, or its equivalent, shall not create a presumption that a person performing or having performed services for the Corporation or a director, officer or employee did not meet the standard of conduct set forth in the first sentence of this Section.

The indemnity and hold-harmless provisions of this paragraph expressly include, but are not limited to, any and all liability and reasonable expense that may be incurred by a person who performs or has performed services for the Corporation in connection with or resulting from any claim, action, suit or proceeding (whether actual or threatened), brought by or in the right of the Corporation, of such other corporation or otherwise, civil, criminal, administrative, investigative, or in connection with an appeal relating thereto.

Any such person who performs or has performed services for the Corporation or any such director, officer, or employee who has been wholly successful, on the merits or otherwise, with respect to any claim, suit, or proceeding of the character described herein shall be entitled to indemnification hereunder as of right. Except as provided in the preceding sentence, any indemnification shall be made at the discretion of the Corporation, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to such claim, action, suit or proceeding, shall find that the director, officer or employee has met the standard of conduct as prescribed by Indiana law; or (2) independent legal counsel (who may be regular counsel of the Corporation) shall deliver to it their written opinion that such director, officer or employee has met such standards.

If several claims, issues or matters of actions are involved, any such person may be entitled to indemnification as to some matters, even though he/she is not so entitled to others.

The Corporation may advance expenses to or, where appropriate, may at its expense, undertake the defense of any such person performing or having performed services for the Corporation or such director, officer or employee, upon receipt of any undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that he/she is not entitled to indemnification under this Section.

The provisions of this Section shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights of which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable law.

ARTICLE X – CONFLICT OF INTEREST DISCLOSURES

Section 10.1 – Conflict of Interest Disclosures. At each annual meeting or at such other times as may be deemed expedient by the president, each director shall execute an Acknowledgment that he/she has read and/or received the Corporation's Conflict of Interest policy. A director shall fully disclose any duality of interest or possible conflict of interest then existing or any possible duality of interest which is foreseeable by that director or the Corporation. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, director or staff member of the Corporation is in a position to exert influence, in dealing with or on behalf of the Corporation, which would give preference to any other business or charitable organization with whom the officer, director or staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

Any conflict of interest or appearance of conflict of interest will render the director or officer ineligible from voting on any matters relating to that conflict of interest. Said director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

ARTICLE XI – EXEMPT ACTIVITIES

Section 11.01 – Exempt Activities. Notwithstanding any other provision of the Amended By-Laws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in the section shall be deemed cumulative with respect to any similar provision or any provision of the Articles of Incorporation of the Corporation and not in substitution thereof.

ARTICLE XII – WAIVER OF NOTICE

Section 12.01 – In General. Whenever any notice is required to be given under the provisions of any law or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

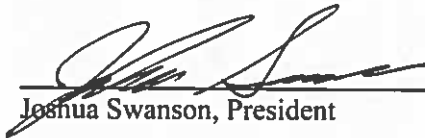
ARTICLE XIII – AMENDMENTS

Section 13.01 – In General. The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of the directors elected and qualified at the time shall be necessary to effect any amendment or repeal of any of the By-Laws. The Corporation must provide notice of any meeting of directors at which an amendment is to be approved stating the purpose of the meeting is to consider a proposed amendment to the By-Laws. Such notice shall provide a copy of the proposed amendment to the By-Laws or state the general nature of or provide a summary of the proposed amendment.

ARTICLE XIV – DISSOLUTION

Section 14.01 – In General. Upon dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational 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 Superior Court of Vanderburgh County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

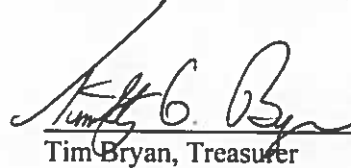
Verified and authenticated
this 28th day of January, 2016:



Joshua Swanson, President



Roberta Lenfers, Secretary



Tim Bryan, Treasurer