

BYLAWS & CONTINUING RESOLUTIONS OF THE LAWRENCEVILLE COOPERATIVE MINISTRY, INC.
(Amended by Restatement on October 29, 2015; Effective Date January 1, 2016)

ARTICLE I
NAME AND MISSION

1.1 NAME - The name of this organization is The Lawrenceville Cooperative Ministry, Inc., herein referred to as the "Cooperative" or the "Co-Op." The Cooperative grew from the efforts of a group of Christian churches with concern for the needy of the community. The purpose is as set out in the Articles of Incorporation.

1.2 MISSION STATEMENT – The mission of the Co-Op is to glorify God and to demonstrate God's love. The Co-Op is an intentionally Christian organization seeking to honor the Lordship of Jesus Christ in word and deed by following His example in sharing and caring for neighbors in need. The Co-Op seeks to preserve clients' dignity while encouraging self-responsibility and spiritual growth.

ARTICLE II
FISCAL YEAR

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

ARTICLE III
ACCOUNTING

3.1 ANNUAL REPORT - The Cooperative shall prepare on an annual basis a complete accounting of all funds contributed to the Cooperative and all funds expended by the Cooperative and said accounting shall include a balance sheet and an income and expense statement.

3.2 INDEPENDENT REVIEW - The accounting described in Section 3.1 shall be subject to an annual independent review by either (i) an audit committee appointed by the Board of Directors or (ii) a financial professional approved by the Board of Directors.

3.3 QUARTERLY REPORT - The Treasurer shall present or cause to be presented a report with respect to the financial matters of the Cooperative at each quarterly meeting of the Board of Directors.

ARTICLE IV
SUPPORTING CHURCHES

A "Supporting Church" shall mean a church that, during the previous calendar year: (i) supported the Cooperative by conducting one or more food drives, (ii) encouraged volunteer participation in the mission of the Cooperative, and (iii) donated at least \$1,200 to the Cooperative. .

ARTICLE V
BOARD OF DIRECTORS

5.1 ROLE OF THE BOARD. The Board of Directors is responsible for approving overall priorities, developing policies as needed, and overseeing operating procedures of the Cooperative. Except as specifically provided in the Cooperative's Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Cooperative's activities and affairs are vested in the Board. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board may take any lawful action on behalf of the Cooperative which is not by law or by these Bylaws to be taken by some other party.

5.2 BOARD SIZE. The Board shall have up to 9 but no fewer than 7 members as set from time to time by resolution of the Board of Directors.

5.3 BOARD MEMBER QUALIFICATIONS

a. The Board of Directors shall consist solely of natural persons, each herein sometimes referred to as a "Director."

b. Each Director must be a member of or have an affiliation with a Supporting Church at the time of election. Each Director may complete his or her full term of elected service even if he or she is not continuously a member of or affiliated with a Supporting Church, but eligibility for re-election as a Director is contingent on membership or affiliation with a Supporting Church at the time of any re-election.

c. Board composition shall generally be limited to no more than one Director from any one church, no more than two Directors from any one denomination, and no more than three Directors from non-denominational churches. These limits may be exceeded only if, subsequent to his or her election, a Director changes church affiliation and thereby causes the stated limits to be exceeded. When such occurs, the Director may complete his or her full term of elected service and in subsequent elections the Board shall rebalance Board membership in accordance with the limits stated in this paragraph.

5.4 TERMS OF OFFICE. The standard term of office as a Director shall be three years. Directors who have completed a three-year term may be re-elected for one additional, consecutive three-year term. A Director who has served two consecutive three-year terms shall be eligible again for service as a Director after a break in Board service of at least one year. Any Director elected to fill a Board vacancy with an unexpired term of 18 months or less shall be eligible to serve two additional, consecutive three-year terms. Any Director elected to fill a Board vacancy with an unexpired term of more than 18 months shall be eligible to serve only one additional, consecutive three-year term.

Continuing Resolution 5.4.A. In order to transition to a new Board structure, the length of terms for Directors elected for service beginning on January 1, 2016 shall be as follows: three Directors shall be elected to serve standard three-year terms; at least two but no more than three Directors shall be elected to serve two-year terms; and at least two but no more than three Directors shall be elected to serve one-year terms. Directors elected for one-year terms beginning on January 1, 2016 shall be eligible to serve two additional, consecutive three-year terms. Directors elected for two-year terms beginning on January 1, 2016 shall be eligible to serve only one additional, consecutive three-year term.

5.5 COMPENSATION OF BOARD - The members of the Board, as such, shall not be compensated for the performance of service for the Cooperative, but may be reimbursed for expenses incurred on behalf of the Cooperative, consistent with the past practices of the Cooperative.

5.6 REMOVAL; VACANCIES. A Director may be removed with or without cause by the vote of a majority of the Board of Directors. A Director's position may be declared vacant if that Director misses three consecutive Board meetings without requesting and receiving approval by the Board for his or her absence. Vacant positions may be filled by election of the Board at a regularly called meeting. The initial term of office for a Director elected to fill a vacant position shall be the unexpired length of time associated with that Board position.

ARTICLE VI OFFICERS

6.1 OFFICERS – Officers of the Cooperative shall be a President, Vice-President, Secretary, and Treasurer. Officers must be current members of the Board of Directors.

6.2 DUTIES OF OFFICERS.

PRESIDENT - The President shall preside at all meetings of the Board and shall perform such other duties as the Board shall prescribe. The President shall, unless otherwise provided by resolution of the Board and subject to the other limitations contained herein, including, without limitation, those set forth in Article XI, possess the power and authority to sign all certificates, contracts, instruments, papers and document of every conceivable kind and character whatsoever in the name of and on behalf of the Cooperative.

VICE PRESIDENT - In the absence or disability of the President, the Vice-President shall have all the powers and privileges of that office and shall perform all the duties of the President. The Vice-President shall generally assist the President and exercise such other powers and perform such other duties as the President or Board shall prescribe.

SECRETARY - The Secretary shall attend and oversee the taking of minutes at all board meetings. The Secretary shall have charge of the Corporate seal and shall attest all instruments in writing to which the seal is affixed. The Secretary shall assure that all corporate records are maintained in accordance with policies and procedures approved by the Board of Directors.

TREASURER - The Treasurer shall oversee the management of all corporate funds and securities and shall assure that full and accurate accounts of receipts and disbursement of the Cooperative are kept and shall, as often as requested by the Board, prepare and/or have prepared by qualified person(s) a proper statement of the financial condition of the Cooperative and an accounting of all transactions. The Treasurer shall assure that all monies and other valuable effects of the Cooperative are deposited in the name and to the credit of the Cooperative in such accounts and depositories as shall be ordered by the President, in consultation with the Board. The Treasurer shall assure that regular checking account reconciliations are performed by one or more knowledgeable individuals who are not authorized signatories for the account(s) that are reconciled.

6.3 NOMINATION OF OFFICERS - At or prior to the annual meeting, the Cooperative's Governance Committee, as set forth in Continuing Resolution 9.3.B, shall recommend a slate of nominees consisting of at least one candidate for each Officer position.

6.4 ELECTION - The Officers of the Cooperative shall be elected annually for one year terms at the Board's annual meeting. The Officers will be elected from the membership of the Board. The Officers will be elected by a majority vote of all members of the Board present at the annual meeting. The Officers will serve at the pleasure of the Board and may be removed from office by a vote of a majority of the Board of Directors. Terms of office shall begin January 1. Officers may be re-elected to the same office without limitation other than the limit on consecutive terms for Board members, as set forth in Section 5.4 of these Bylaws.

6.6 VACANCIES - Any office becoming vacant for any reason shall be filled by the Board for the remainder of the year.

6.7 COMPENSATION OF OFFICERS - No Officer of the Cooperative shall be compensated for the performance of service for the Cooperative, but may be reimbursed for expenses incurred on behalf of the Cooperative.

ARTICLE VII EMPLOYEES

The Board of Directors may employ an Executive Director, who shall be responsible for conducting the business of the Cooperative and for the administration of all of the Cooperative's activities. The Executive Director shall be responsible to the Board of Directors and shall attend meetings of the Board of Directors and the Church Advisory Council. The Executive Director shall have voice but not vote at meetings of the Board of Directors. Compensation of the Executive Director shall be reviewed at each annual meeting. When issues related to the employment of the Executive Director are to be discussed, the Board of

Directors may move into Executive Session as described in Section 8.4 and may request that the Executive Director not be present.

Subject to approval by the Board of Directors, the Executive Director may hire additional employees as needed. The Executive Director shall exercise supervisory authority over all other employees of the Cooperative.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

8.1 ANNUAL MEETING OF THE BOARD - There shall be an annual meeting of the Cooperative in the fourth quarter of each calendar year. Notification of the annual meeting will be provided at least thirty (30) days prior to the meeting to all Board members.

8.2 REGULAR MEETINGS OF THE BOARD - There shall be regular quarterly meetings of the Board of Directors. Notice of all meetings shall be provided to each Director. Special meetings may be called with at least a seven (7) day advance notice.

8.3 ELECTRONIC NOTIFICATION - Whenever notification (whether written or not) is required to be provided to individual Directors, the notification requirement may be satisfied by electronic delivery of the notice, using the most recent address information provided to the Cooperative.

8.4 OPEN MEETINGS - All meetings of the Board of Directors are open meetings which may be attended by any interested individuals. All attendees may participate in discussions at Board meetings. If necessary for the orderly conduct of business at a particular meeting, the Board may limit the commentary at that meeting by attendees who are not Directors.

8.5 EXECUTIVE SESSION - A majority of the Board members present at any Board meeting may vote to move into Executive Session to discuss matters involving either personnel or pending litigation. Only duly appointed Board members and others specifically invited to attend may be present for Executive Sessions of the Board.

8.6 WAIVER OF NOTICE - A waiver of notice of any meeting of the Board, signed by the parties entitled to such notice, shall be deemed equivalent to the giving of such notice, whether signed before or after the time for such meeting.

8.7 QUORUM - A quorum of the Board shall consist of a simple majority.

8.8 VOTING - Each member of the Board shall have one vote in that assembly. Any action taken by the Board will require a simple majority of the Board members in attendance.

8.9 ACTION BY CONSENT - Any action that can be taken at a meeting of the Board of Directors or a committee can be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds of those eligible to vote and filed with the official minutes of the Cooperative. A Director may also take action within the meaning of this Section 8.8 if the following conditions are met: (i) the email or other electronic communication comes directly from the Director and not from another party on behalf of the Director, (ii) the subject matter of the email or other electronic communication refers directly to the request for Director action without a meeting, and (iii) the Director's reply clearly states the Director's consent to take or not take the action contemplated by the subject matter thereof.

If conditions (i) through (iii) of the preceding sentence are fulfilled, such email or other electronic communication response shall be considered a "signed consent" for the purposes of this Section 8.9. Action taken by consent is effective when the last Director required for an effective action signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting in any document.

8.10 ROBERT'S RULES OF ORDER, Revised shall govern all meetings of the Board of Directors when not inconsistent with these bylaws and when a necessary decision cannot be made in any other manner.

Whenever possible, Board meetings will be conducted using the established process known as “consensus decision making.”

8.11 ADJOURNED MEETINGS - A majority of the members of the Board present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

8.12. TELEPHONE AND SIMILAR MEETINGS. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IX COUNCILS, STANDING, ADVISORY AND AD-HOC COMMITTEES

9.1 CHURCH ADVISORY COUNCIL - The Cooperative shall have a Church Advisory Council, consisting of persons selected by the Cooperative's Supporting Churches. Each Supporting Church, as defined in Article IV of these Bylaws, shall be eligible to appoint two natural persons to be members of the Church Advisory Council. The purpose of the Church Advisory Council shall be to discuss and make recommendations to the Cooperative's Board of Directors about how to improve communication and connections between the Cooperative and churches within the Cooperative's service area, as defined within Article XIII of these Bylaws. Individual members of the Church Advisory Council shall be the primary liaisons between their churches and the Cooperative.

- a. The Church Advisory Council shall meet at least twice per calendar year.
- b. The President of the Cooperative's Board of Directors shall chair or arrange for a chair of meetings of the Church Advisory Council.
- c. All meetings of the Church Advisory Council shall be open meetings that may be attended by any interested individuals. All attendees may participate in discussions at meetings of the Church Advisory Council.
- d. Meetings of the Church Advisory Council shall generally focus on discussion of one or more of the following topics: (i) Development of communication tools to more effectively inform churches and their individual members about the Co-Op's current needs; (ii) Potential improvements to the Co-Op's website; (iii) Sharing of ideas among churches about different methods used to conduct food drives and to promote support for the Co-Op within congregations; (iv) Discussion of ways that churches might partner with the Co-Op in providing specialized services to clients; (v) Recruitment of new Supporting Churches; (vi) Recruitment and retention of Co-Op volunteers; (vii) Scheduling of church food drives; (viii) Use of social media; and (ix) Sharing of Co-Op financial and operational information, as well as feedback from church members.

9.2 STANDING COMMITTEES OF THE BOARD OF DIRECTORS - By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among the Directors one or more additional standing committees, each consisting of three (3) or more Directors. The Directors to sit on each standing committee shall be appointed by the President unless otherwise specifically designated in these Bylaws or unless the President delegates that responsibility to the Chair of the specific committee. Only standing committees shall have and exercise the authority of the Board of Directors in the management of the affairs of the Cooperative. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

9.3 ADVISORY AND AD-HOC COMMITTEES -The Board of Directors may provide for such other committees, including committees, advisory groups, etc., consisting in whole or in part of persons who are not Directors of the Cooperative, as it deems necessary or desirable, and discontinue any such

committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Cooperative or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such advisory or ad-hoc committees shall be made by the President, unless the Board of Directors otherwise provides. All ad-hoc and advisory committees may only provide advice and make recommendations to the Board of Directors and shall not act on behalf of the Board of Directors or the Cooperative. For each advisory or ad-hoc committee that is expected to be in existence for more than one year, the Board of Directors shall adopt a continuing resolution to document the group's name, purpose, and pertinent operational details. Unless otherwise stated in the approved continuing resolutions, individual terms of service on each advisory or ad-hoc committee shall not exceed one year in length, but individuals may be reappointed to the same advisory or ad-hoc committee, without limit on the number of additional, consecutive terms.

CONTINUING RESOLUTION 9.3.A. Program Advisory Committee. A Program Advisory Committee consisting of at least three (3) natural persons shall work with the Cooperative's Executive Director to develop proposed policies concerning client services, including policies regarding volunteers, for final approval by the Board of Directors. The Program Advisory Committee shall periodically review existing policies for continuing appropriateness and make recommendations for changes to the Board of Directors as needed. Members of the Board of Directors may be appointed to the Program Advisory Committee, but there is no requirement that one or more Directors serve on the Program Advisory Committee.

CONTINUING RESOLUTION 9.3.B. Governance Advisory Committee. A Governance Advisory Committee consisting of at least three (3) natural persons shall: (i) Serve as the Board's nominating committee to recruit and recommend new members of the Board of Directors; (ii) Recommend an annual slate of Officers of the Board; (iii) Review periodically the definition of a Supporting Church as provided in Article IV of these Bylaws and recommend changes as needed; (iv) Develop proposed amendments to the Cooperative's Bylaws and Continuing Resolutions as needed; and (v) Maintain records of Board members' terms and committee service. At least two (2) members of the Governance Advisory Committee shall be members of the Board of Directors.

CONTINUING RESOLUTION 9.3.C. Finance and Audit Advisory Committee. A Finance and Audit Advisory Committee consisting of the Treasurer of the Cooperative and at least two (2) other natural persons shall: (i) Develop an annual budget proposal in consultation with the Executive Director; (ii) Provide oversight for the management and accounting for receipts, disbursements, and investment of Co-Op funds; and (iii) Recommend and serve as the Co-Op's liaison with any external auditors engaged by the Board. Members of the Board of Directors as well as non-Board members are eligible for appointment to the Finance and Audit Advisory Committee.

CONTINUING RESOLUTION 9.3.D. Compensation and Staffing Advisory Committee. A Compensation and Staffing Advisory Committee consisting of at least three (3) natural persons shall: (i) Research compensation paid by comparable organizations and recommend periodic changes to staff compensation; (ii) Provide leadership and consultation services as needed when staffing changes for the Cooperative are anticipated; and (iii) Annually review and recommend potential updates to staff job descriptions and any leadership succession planning documents approved by the Board of Directors. At least two (2) members of the Compensation and Staffing Advisory Committee shall be members of the Board of Directors.

ARTICLE X INDEMNITY

The Cooperative shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director or Officer against liability incurred in the proceeding, if such individual conducted himself or herself in good faith; and he or she reasonably believed (i) in the case of conduct in his or her official capacity, that his or her

conduct was in the best interests of the Cooperative; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Cooperative and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The Cooperative shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding because such individual is a Director or Officer in advance of final disposition of the proceeding, if:

(i) The Director or Officer furnishes the Cooperative a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article X above or that the proceeding involves conduct for which liability has been eliminated by the Cooperative's Articles of Incorporation; and

(ii) The Director or Officer furnishes the Cooperative a written undertaking to repay any advances if it is ultimately determined that the Director or Officer is not entitled to indemnification.

The written undertaking required by paragraph (ii) above must be an unlimited general obligation of the Director or Officer but need not be secured and may be accepted without reference to financial ability to make repayment.

To the extent permitted by Georgia law, the Cooperative may purchase and maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Cooperative or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Cooperative would have the power to indemnify such Person against such expense, liability or loss.

ARTICLE XI SPECIAL CORPORATE ACTS

11.1 CONTRACTS - Contracts, deeds, documents and instruments approved by resolution of the Board of Directors shall, unless otherwise directed by the Board, be signed in the name and on behalf of the Cooperative by the President or in his/her absence or disability, by the Vice-President, and the seal of the Cooperative shall be affixed thereto and attested by the Secretary.

11.2 EXECUTION OF INSTRUMENTS – Except as otherwise provided herein, checks, notes, drafts, and demand for money in excess of \$2,500 shall require two signatures, at least one of which shall be the President or Treasurer or such other office or Officers as from time to time may be designated by the Board of Directors. Checks or other instruments written for an amount of \$2,500 or less may be executed with only one signature, which may be that of the Executive Director. Without limitation based on a dollar amount, all checks or other instruments that are written solely to transfer funds between two or more accounts owned by the Cooperative may be executed with only one signature, which may be that of the Executive Director.

The Board of Directors may authorize certain accounts from time to time that may be set up to disburse emergency financial assistance and the required signatures for said accounts will be as set forth in a continuing resolution approved by the Board of Directors.

CONTINUING RESOLUTION 11.2.A. Required Signatures. The Executive Director shall be authorized, without additional approval by the Board of Directors, to: (a) determine which volunteers may sign checks for client emergency assistance and (b) process all forms required by the banks or other financial institutions to implement additions to and deletions from the Cooperative's list of authorized check signers. Whenever there are changes to the list of authorized signers, the Executive Director shall report those changes at the next regular meeting of the Board of Directors.

11.3 MATTERS REQUIRING BOARD APPROVAL – The approval of the Board of Directors is required for the following actions: (a) Amendment to the Articles of Incorporation of the Cooperative; (b) Removal of any Director; (c) Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all

of the assets of the Cooperative; and (d) Investment of funds in any manner other than as contemplated under these Bylaws.

**ARTICLE XII
SEAL**

The corporate seal of the Cooperative shall be in such form and shall contain such symbols and wording as the Board of Directors may from time to time adopt.

**ARTICLE XIII
SERVICE AREA**

The Lawrenceville Cooperative Ministry service area shall include any mailing address in Lawrenceville, Dacula, or any area contiguous thereto, providing that such area is in Gwinnett County, Georgia and is not served by another cooperative ministry.

**ARTICLE XIV
AMENDMENTS TO THE BYLAWS**

The power to alter, amend or repeal the bylaws of the Cooperative, or to adopt new bylaws is reserved exclusively to the Board of Directors. The bylaws may be amended by the affirmative vote of two-thirds of all Directors. Written notification of proposed amendments shall be given to all members of the Board of Directors at least 30 days prior to the meeting at which the changes will be considered by the Board.

**ARTICLE XV
AMENDMENTS TO CONTINUING RESOLUTIONS**

At its discretion, the Cooperative's Board of Directors may adopt continuing resolutions to document its policies and procedures. Continuing resolutions shall not be in conflict with the Cooperative's Bylaws. Continuing resolutions may be adopted or amended by a majority vote at any regular or specially called meeting of the Board of Directors. No advance notice to Directors is required prior to consideration of a proposed new continuing resolution or an amendment to an existing continuing resolution.