Board By-laws

WRITTEN CONSENT TO ACTION WITHOUT MEETING

IN LIEU OF ORGANIZATIONAL MEETING

OF THE BOARD OF DIRECTORS OF

FEEDING CHARLOTTE INC.

Pursuant to the provisions of Section 55A-2-05 of the General Statutes of North Carolina, the members of the Board of Directors of Feeding Charlotte Inc. (the "Corporation") hereby acknowledge that they have consented to being named as initial Directors, and they consent to the adoption of the following resolutions without the holding of a meeting: Articles of Incorporation

RESOLVED, that the Secretary is directed to file in the Minute Book of the Corporation a copy of the Articles of Incorporation filed with the North Carolina Secretary of State on the 31st day of October, 2019.

Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation (the "Bylaws") presented to the Board of Directors of the Corporation and attached hereto as Exhibit A be, and they hereby are, adopted as the Bylaws of the Corporation and that said Bylaws shall be inserted in the minute book of the Corporation.

Adoption of Policies

RESOLVED, that the Whistleblower Policy, Ethics and Conflicts of Interest Policy and Document Retention and Destruction Policy presented to the undersigned Incorporator of the Corporation and attached hereto as Exhibits B, C and D, respectively, be, and they hereby are, adopted as the Whistleblower Policy, Ethics and Conflicts of Interest Policy and Document Retention and Destruction Policy of the Corporation and that such Whistleblower Policy, Ethics and Conflicts of Interest Policy and Document Retention and Destruction Policy shall be inserted in the minute book of the Corporation.

Number of Directors

RESOLVED, that the number of directors of the Corporation be determined at three.
Appointment of Officers

RESOLVED, that the following persons be, and they hereby are, appointed to serve as officers of the Corporation, each to serve, subject to the Bylaws, at the pleasure of the

Board of Directors of the Corporation until such officer's successors are duly appointed and qualified:

Mendy Godman (Executive Director)

Sue Hawes (Vice Chair)

Kim Aprill (Secretary)

Elaine Johnson (Treasurer)

Authority to Conduct Business

RESOLVED, that, subject to the control and direction of the Board of Directors of the Corporation, the officers of the Corporation be, and they hereby are, authorized, empowered and directed to take such action as they deem necessary or appropriate to commence and carry on the business of the Corporation in accordance with its Articles of Incorporation, its Bylaws, the laws of North Carolina and the laws of the United States, and the purposes for which the Corporation was organized.

Application for Recognition of Tax-Exempt Status

RESOLVED, that the officers of the Corporation are authorized and directed to prepare and execute on behalf of the Corporation, and to file with the Internal Revenue Service, Form 1023 (Application for Recognition of Exemption) and any such other applications and documents to establish the tax-exempt status of the Corporation and to prepare, execute and file any such applications and documents with the North Carolina Department of Revenue or other state agency to establish the tax-exempt status of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized to take any action as they deem necessary and appropriate in order to obtain recognition of the tax-exempt status of the Corporation.

Acceptance of Charitable Gifts

RESOLVED, that the officers of the Corporation are authorized on behalf of the Corporation to execute on behalf of the Corporation, and to file with the North Carolina Secretary of State, a Charitable Solicitation License and, pursuant thereto, to accept gifts and contributions.

Approval of Banking Relationships

RESOLVED, that Bank of America be, and it hereby is, designated as a depository of the Corporation and that a checking account be opened and maintained in the name of the Corporation with said bank.

RESOLVED FURTHER, that the form of resolutions included in the certificate required by said institution, a copy of which is attached hereto as Exhibit E, authorizing such account

and designating the person or persons authorized to draft funds thereon, be and they hereby are, approved and adopted as if fully set forth herein, and the Secretary of the Corporation be, and any such officer hereby is, authorized to certify to the adoption of said resolutions under the seal of the Corporation.

Ratification of Prior Acts

RESOLVED, that any and all acts taken by any of the Directors or officers of the Corporation on behalf of the Corporation in connection with the foregoing matters be, and they hereby are, ratified, confirmed, and approved as the acts of the Corporation.

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the officers of the Corporation are hereby authorized and directed to take all such further actions and to negotiate, execute and deliver all such further instruments, documents and certificates, on behalf of the Corporation, and to pay all such fees and expenses, which shall in their sole judgment be necessary, proper or advisable to effectuate each of the foregoing resolutions.

This action is effective as of December 17, 2019.

Kimberly Aprill

Director

Mendy Godman

Director

Sue Hawes

Director

Exhibit A

Bylaws of the Corporation

(see attached)

FEEDING CHARLOTTE INC.

BYLAWS

ARTICLE I

NAME

1.1 The name of this organization is Feeding Charlotte Inc. (the "Corporation"). The Corporation may do business as Feeding Charlotte.

ARTICLE II

PURPOSE

2.1 The Corporation relieves hunger and reduces food waste by rescuing and redistributing surplus freshly prepared meals to individuals experiencing food insecurity. The Corporation shall operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (the "Internal Revenue Code") and may engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina.

ARTICLE III

DIRECTORS

3.1 General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation, these Bylaws, or as otherwise provided by law.

3.2 Number, Election and Tenure. The Directors of the Corporation shall be elected by the Board of Directors at its regular, annual meeting. The number of Directors shall be determined by the Board of Directors and shall be not less than five (5) and not more than fifteen (15) persons. A Director's term shall begin at the end of the meeting at which the Directors are elected and end at such Director's death, resignation or removal, or when his or her successor is elected and qualified. Directors shall serve two (2) year terms and may serve no more than two (2) consecutive terms. After two consecutive terms, a Director must take a one (1) year break before being eligible for re-election to the Board.

3.3 Attendance; Removal for Non-Attendance
Any director who misses three (3) consecutive regular meetings of the Board of Directors without reasonable cause, may be subject to removal from the Board by an affirmative vote of the majority of the current directors.

3.4 Removal; Resignation; Vacancies. The Board of Directors may remove any Director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. The removal of a Director shall be effective only upon the affirmative vote of a majority of the remaining Directors. A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. A vacancy among the Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be filled by the Board of Directors or, if the Directors remaining constitute less than a quorum, by the affirmative vote of a majority of the remaining Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

3.5 Annual and Regular Meetings. An annual meeting of the Board of Directors (for the purpose of electing Directors and officers and carrying on such other business as may properly come before the meeting) shall be held on such day as is designated by the Board of Directors. The Board of Directors may also adopt a schedule of additional meetings that shall be considered regular meetings. Annual and regular meetings shall be held at such times and at such places, within or without the State of North Carolina, as the President or the Board of Directors shall designate from time to time. If no place is designated, annual and regular meetings shall be held at the principal office of the Corporation.

3.6 Special Meetings. Special meetings of the Board of Directors may be called by the Executive Director, Chair, or a majority of the Directors of the Corporation, and shall be held at such times and such places, within or without the State of North Carolina, as the person or persons calling the meetings shall designate. If no place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

3.7 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notices of special meetings of the Board of Directors shall be given to each Director not less than 48 hours before the meeting by any usual means of communication, including, without limitation, in person, by telephone, by facsimile, by email, or by mail. Oral notice of a meeting is effective when actually communicated to the Director. Written notice is effective at the earliest of the following:

(a) When received.

(b) Three calendar days after deposit in the United States mail, as evidenced by the postmark, if mailed with postage thereon prepaid and correctly addressed to the address of the Director last known to the Corporation;

(c) On the date shown by the confirmation of delivery issued by a private carrier, if sent by private carrier to the address of the Director last known to the Corporation.

Any such notice shall set forth the time and place of the meeting.

3.8 Waiver of Notice. A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.9 Quorum; Voting. A quorum shall consist of a majority of current Directors in office at the time of the meeting. If a quorum is present when a vote is taken, the act of a majority of the Directors present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the Director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting, (ii) votes against, or abstains from, the action taken, and such dissent or abstention is entered in the minutes of the meeting, or (iii) files written notice of his or her dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.10 Telephonic or Virtual Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.11 Action Without Meeting. Electronic voting, including email or similar electronic means, is permitted for Board actions provided all Directors receive the proposed action and at least a majority of Directors provide written or electronic consent. Such affirmations shall be recorded in the minutes or entered into the Corporation's records. A consent provided

under this section has the effect of a meeting vote and will be included in the minutes or filed within the corporate records reflecting the action.

3.12 Compensation and Expenses. No Director shall be entitled to, or shall receive any, direct or indirect compensation for attendance at meetings of the Board of Directors or for other services rendered to the Corporation as a Director or member of a committee of the Board of Directors. A Director may, however, be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

Article IV

COMMITTEES

4.1 Directors Committees. The Board of Directors may create or dissolve one or more committees as it deems necessary to promote the purposes of the Corporation and to carry out the work of the Corporation, and the Board of Directors may appoint its members to serve on such committees. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation and dissolution of a committee and the initial appointment of Directors as committee members to it shall be approved by a majority of Directors in office when the action is taken.

4.2 Authority of Directors Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets; or (v) authorize distributions in accordance with Section 8.3 of these Bylaws.

4.3 Directors Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of Directors and their members as well.

4.4 Advisory Committees. The Board may create or dissolve one or more advisory committees to serve at the pleasure of the Board. Members appointed to such advisory committees may, but need not, be directors; provided, however, any advisory committee formed under this Section must at all times include at least one Director or Officer. An advisory committee may appoint new members and discharge members serving on such committee, provided however the Board retains the authority to appoint or discharge a member of such advisory committee. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect. A Committee of Directors formed pursuant to Section 4.1 of these Bylaws may also create one or more advisory committees to serve at the pleasure of such Committee of Directors. All actions and

recommendations of an advisory committee who serves at the pleasure of a Committee of Directors shall require ratification by such Committee of Directors before being given effect.

Article V

OFFICERS

5.1 Officers. The officers of the Corporation shall consist of an Executive Director, a Board Chair, Vice Chair, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person, but no person may act in more than one capacity where action of two or more officers is required.

5.2 Election Term. All officers (except the Executive Director) shall be elected and re-elected annually by the Board of Directors. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

5.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, by a majority, with or without cause.

5.4 Vacancies. Any vacancy occurring in any officer position shall be filled for the unexpired term by a majority vote of the Board of Directors.

5.5 Duties of Officers.

5.5.1 Board Chair
The Board Chair shall preside at all meetings of the Board of Directors and the Executive Committee, provide leadership to the Board, and act as the primary liaison between the Board and the Executive Director. The Chair shall help set Board meeting agendas, ensure effective meeting facilitation, represent the Board as a whole to external parties as appropriate, and perform such other duties as may be assigned by the Board of Directors.

5.5.2 Vice Chair
In the absence of the Board Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Board Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall also perform such other duties as may be assigned by the Chair or the Board of Directors.

5.5.3 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall, in general, supervise and control the day-to-day affairs and business of the Corporation. He or she shall sign such official documents or instruments of the Corporation as may be authorized by the Board of Directors, shall

make reports to the Board of Directors, and shall perform such other duties as are incident to the office or properly required by the Board of Directors.

5.5.4 Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of Directors and shall make such reports and perform such other duties as are incident to the office or properly required by the Board of Directors.

5.5.5 Treasurer. The Treasurer shall keep, or cause to be kept, such accounts and records as may be necessary to show receipts, expenditures and the financial condition of the Corporation from time to time. The Treasurer shall perform all other duties as are incidental to the office or properly required by the Board of Directors.

5.6 Compensation. The compensation, if any, of all officers of the Corporation shall be fixed by or under the authority of the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director.

Article VI

INDEMNIFICATION

6.1 Extent. In addition to the indemnification otherwise permitted by law, the Corporation shall indemnify and hold harmless its Directors and officers, former Directors and officers, employees and those persons who were serving at the request of the Corporation in any capacity in another corporation, partnership, joint venture, trust or other enterprise (collectively, the "Indemnified Persons" and individually, the "Indemnified Person"), against (a) reasonable litigation expenses, including attorneys 'fees, actually and necessarily incurred by such Indemnified Person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of the Corporation, seeking to hold such Indemnified Person liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by such Indemnified Person in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding; provided, in either case, that it is determined in accordance with Section 6.2 of this Article VI that he or she is entitled to indemnification hereunder. Notwithstanding the above, the Corporation shall not indemnify the Indemnified Person in relation to matters as to which such Indemnified Person has been adjudged to have taken, known, or believed by the Indemnified Person to be clearly in conflict with the best interests of the Corporation, or if the Indemnified Person received an improper personal benefit as a result of those actions.

6.2 Determination. Any indemnification under Section 6.1 of this Article VI 23 shall be paid by the Corporation in any specific case only after a determination that the Indemnified Person's actions were not taken, known, or believed by the Indemnified Person to be clearly

in conflict with the best interests of the Corporation, and that the Indemnified Person did not receive an improper personal benefit as a result of those actions. Such determination shall be made (a) by the affirmative vote of a majority of a quorum of those Directors who are not or were not parties to the action, suit or proceeding out of which the liability or expense for which indemnification is to be determined arose, or against whom the claim out of which such liability or expense arose is not asserted ("Disinterested Directors"), (b) if a quorum cannot be obtained under clause (a) of this sentence, by the affirmative vote of a majority of a special committee duly designated by the Board of Directors and consisting solely of two or more Disinterested Directors (the "Determination Committee") or (c) by independent legal counsel selected by (i) the Board of Directors, in the manner prescribed in clause (a) of this sentence, (ii) the Determination Committee, in the manner prescribed in clause (b) of this sentence or (iii) the majority vote of all Directors, if a quorum of the Disinterested Directors cannot be obtained under clause (a) of this sentence and a Determination Committee cannot be designated under clause (b) of this sentence. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Article VI, including without limitation, to the extent needed, making a good faith evaluation of the reasonable amount of indemnity due to such Indemnified Person.

6.3 Advanced Expenses. Expenses incurred by an Indemnified Person in defending a civil or criminal claim, action, suit or proceeding may, upon approval of a majority of the Disinterested Directors, even though less than a quorum, be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding, provided, however, that prior to such payment such Indemnified Person shall agree in writing to repay such amount to the Corporation unless it is ultimately determined that he or she is entitled to be indemnified against such expenses by the Corporation.

6.4 Reliance and Consideration. Any person who serves or has served in any of the capacities set forth in Section 6.1 of this Article VI for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Section 6.4. No amendment, modification or repeal of this Article VI shall adversely affect the right of any Director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

6.5 Insurance. The Corporation may purchase and maintain insurance on behalf of its current and former Directors and officers, employees, and those persons who were serving at the request of the Corporation in any capacity in another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VI or otherwise. Any full or partial payment made by an

insurance company under any insurance policy covering and made to or on behalf of an Indemnified Person will relieve the Corporation of its liability for indemnification provided for in this Article VI or otherwise to the extent of such payment, and no insurer will have a right of subrogation against the Corporation with respect to such payment.

Article VII

FINANCIAL POLICIES AND CONTRACTS

7.1 Fiscal Year. The fiscal year of the Corporation shall be determined at the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

7.2 Banking. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall select. All accounts shall be opened in the name of the Corporation, requiring two signatures of officers of the Corporation. All checks, drafts or other orders for the payment of money on behalf of the Corporation and withdrawals from the Corporation's bank accounts shall be signed by the Executive Director and, if such amount exceeds $2,000, also one of the following: the Vice Chair, the Secretary or the Treasurer, or as otherwise determined by resolution of the Board of Directors.

7.3 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.4 Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, grant, gift, bequest or device for the general purpose or for any special purposes of the Corporation.

7.5 Reporting. All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly; statements shall be reviewed by the Finance and Audit Committee. The Corporation shall arrange an independent review of its financial records each year.

7.6 Contracts. The Board of Directors may authorize the Executive Director, or the Executive Director's designee, to enter into any contracts or agreements, or execute, deliver and perform an instruction on behalf of the Corporation, and such authority may be general or confined to specific instances.

Article VIII

DISSOLUTION

8.1 Authorization of Dissolution. Dissolution of the Corporation shall be authorized by approval of a plan of dissolution of all assets of the Corporation and the payment of all liabilities and obligations of the Corporation in accordance with applicable law, by a vote of three-fourths of the Directors then in office.

8.2 Meeting Notice. The person or persons calling a special meeting of the Board of Directors to consider a plan of dissolution shall, not less than five calendar days prior to the

meeting, give notice thereof to the Board of Directors either personally or by telephone or other form of wire or wireless communication or by facsimile transmission, mail or private carrier, or by any other means permitted by law. Such notices to the Directors shall state that the purposes (or one of the purposes) of the meeting is to consider dissolution of the Corporation and shall contain or be accompanied by a copy or summary of the plan of dissolution.

8.3 Distribution of Assets. Upon dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied or discharged, or adequate provisions made therefore, all of the Corporation's remaining assets shall be distributed, transferred or conveyed, in trust or otherwise, to one or more organizations that are organized and operated exclusively for religious, charitable, scientific or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

Article IX

MISCELLANEOUS PROVISIONS

9.1 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

9.2 Electronic Means. The Corporation may conduct any transaction or transactions by electronic means, and this provision will constitute the agreement by the Corporation and its Directors to the conduct of transactions by electronic means.

9.3 Exempt Activities. Notwithstanding any other provision in these Bylaws, no Director, officer, employee or representative of this 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 from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code and Treasury Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Treasury Regulations as they now exist or as they may hereafter be amended.

9.4 Amendments. These Bylaws may be amended by the affirmative vote of a majority of the members of the Board of Directors. Notice of proposed amendments must be in writing, must contain a copy or summary of the amendment or state the general nature of the amendment, and must be given not later than five calendar days prior to the meeting at which the amendment is to be voted upon.

9.5 Books and Records. The Corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by

any Director. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any Director on the organization's website: www.feedingcharlotte.org

9.6 Governing Law. These Bylaws are governed by, and are to be construed in accordance with, the laws of the State of North Carolina without regard to conflict of laws principles.

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