

**THE SANDWICH PROJECT  
BY-LAWS  
(July 2024)**

**ARTICLE I. NAME AND DURATION**

**Section 1.1. Name.** The name of the organization is “THE SANDWICH PROJECT, INC.” (sometimes referred to as "Agency").

**Section 1.2. Organization.** The Agency shall be a non-profit corporation organized and incorporated under the laws of the State of Georgia.

**Section 1.3. Principal Office.** The principal office of the Agency shall be located within the State of Georgia and is presently located at 5074 Wickford Way, Dunwoody, GA 30338. The principal office of this corporation, the principal agent, and the officers shall be registered with the Secretary of State of the State of Georgia.

**Section 1.4. Duration.** The Agency shall exist in perpetuity from and after the date of filing the Articles of Incorporation with the Secretary of State of the State of Georgia unless dissolved according to law.

**ARTICLE II. MISSION, PURPOSES, OBJECTIVES AND POWERS**

**Section 2.1. Purposes and Objectives.** The purposes and objectives of The Sandwich Project shall be to collect and distribute sandwiches (and other related food items) to nonprofit organizations that feed people living with food insecurity in Georgia. The organization may, from time to time and with majority support of the officers, collect and distribute non-food items to meet the immediate needs of communities served by this organization.

**Section 2.2. Not-for-Profit Status.** The foregoing enumeration of charitable purposes and objectives shall not limit or restrict in any manner the pursuit of other charitable purposes and objectives or the exercise of other rights and powers that may now or hereafter be permitted or provided by law. The organization shall be operated exclusively as a nonprofit corporation under the laws of the State of Georgia.

**Section 2.3. Powers.** The Agency shall have and exercise all the rights, powers, and privileges granted to a nonprofit corporation under Georgia law.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 3.1. Management.** The property, affairs, and business of the Agency shall be managed by a Board of Directors (“Board Members”). Board Members are not entitled to compensation. This Agency shall have no members.

**Section 3.2. Composition.** The Board of the Agency shall be comprised of the following:

- (1) All officers of The Sandwich Project as enumerated in Article V hereof.
- (2) No less than three and no more than ten Members-at-Large, as determined from time to time by the Board, and who shall be elected by a majority of the Board at a regular or special meeting of the Agency.

**Section 3.3. Terms.** A Board Member shall remain on the board as long as she or he is an officer of the organization; and if not an officer of the corporation, she or he shall remain on the board for two years, with renewable two-year terms as determined by an election of the majority of the board.

**Section 3.4. Obligations and Duties.** This Board is a working board. Each Board Member will participate actively in the running of the organization. All Board Members shall have the following obligations, duties, and responsibilities to the Agency: (1) Attend board meetings; (2) Serve on at least one committee; (3) Serve as an ambassador from the Agency to the Community.

**Section 3.5. Conflicts of Interest.** A Board Member shall excuse herself or himself from voting on any issue at a Board meeting or decision with respect to a matter in which she may have a personal or financial interest.

## **ARTICLE IV. MEETINGS OF THE BOARD**

**Section 4.1. Regular Meetings.** Regular meetings of the Board shall be held four times per year, including one Annual Meeting, which is the last meeting of the fiscal year, details to be determined by the Board. A President or cofounder shall preside at Board and Executive Committee meetings.

**Section 4.2. Meetings.** A Special Meeting may be called by a Co-founder, a President, the Chairperson, or thirty percent (30%) of the Board. Notice of a Special Meeting, including the time, date and location, must be provided to each Member at least two (2) days prior to a Special Meeting of the Board and may be given in writing or by electronic transmission.

**Section 4.3. Action without a Meeting.** Any action which could otherwise be taken at a Regular Meeting, may be taken without a meeting by a majority of the Board consenting in by electronic transmission in accordance with the provisions and procedures as set forth in Section 7.2 hereof.

**Section 4.4. Quorum.** Fifty percent (50%) of the Board shall constitute a quorum for the transaction of business by the Board. Every act or decision done or made by a majority of the Board during a duly held meeting shall be regarded as the act of the Board.

**Section 4.5. Waiver of Notice.** Whenever any notice is required to be given to any, a waiver thereof in writing signed by the person entitled to such notice shall be deemed equivalent

to the giving of such notice. The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE V. OFFICERS**

**Section 5.1. Officers.** The Officers of the Agency shall be comprised of the following:

- (1) the two Co-Founders;
- (2) one President or two Co-Presidents, as determined by the Board;
- (3) one Chairperson;
- (4) one or more Vice Presidents, as determined by the Board;
- (5) one Treasurer; and
- (6) one Secretary.

**Section 5.2. Duties of Senior Officers.** The Co-Founders, the President(s), and the Chairperson make up the groups of Senior Officers of the organization. With input from the Vice Presidents, the Senior Officers group is the administrative head of the organization and shall have general supervision in charge of all of the organization's work and any paid staff and volunteers, shall manage the organization's operations, oversee day-to-day programs, staff, and volunteers. Senior Officers group shall have the authority to authorize such expenditures within the ordinary course of business as may be reasonably necessary to carry out the purpose of the organization within such limits of these Bylaws. The Vice Presidents shall assist in carrying out the supervision of the day-to-day work of the organization.

**Section 5.3. Duties of the Treasurer.** The Treasurer shall: (a) manage and maintain accurate records of the corporation's assets and liabilities; (b) oversee assets, including security, investment and deposit accounts; and (c) provide accurate and complete financial reports at each regular meeting of the Board.

**Section 5.4. Duties of the Secretary.** The secretary shall: (a) attend all meetings of the Board and record, or cause to be recorded, all votes, actions and the minutes of all proceedings; (b) authenticate the records of the Agency; (c) provide notices of all meetings as required herein or by applicable law; (d) perform such other duties pertaining to the office of the Secretary as the Board may delegate.

**Section 5.5. Appointment of other Officers.** The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Officers shall have the authority and shall perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the Senior Officers positions and the Secretary.

**Section 5.6. Removal, Resignation, Vacancies.** Any officer elected or appointed by the Board may be removed, with or without cause, at any time by 2/3 of the Board. Any officer may resign at any time by giving written notice of her resignation to the Secretary. Acceptance of such

resignation shall not be necessary to make it effective unless the notice so provides. A vacancy in an officer position may be filled by vote of the Board at any duly conducted meeting.

## **ARTICLE VI. COMMITTEES**

**Section 6.1. General.** All committees shall be composed of a minimum of three persons. The lead volunteer of each committee shall be appointed by the officers as stated in Section 5.2, unless otherwise provided herein. One or more officers must serve on each committee.

**Section 6.2. Standing Committees.** The following Committees shall be Standing Committees of the Agency, the chair of which shall be appointed by the Executive Committee unless otherwise provided herein.

**Section 6.3. Executive Committee.** The Executive Committee of the Board shall be comprised of the Co-Founders, the President(s), the Chairperson, the Secretary and the Treasurer. The Executive Committee shall be responsible for reporting to the Board at all its meetings on the activities of the Agency. The Executive Committee may formulate and recommend to the Board for approval general policies regarding the business and affairs of the Agency. The Executive Board shall address matters referred to it by the Board and shall exercise the powers of the Board in matters that may arise between regular board meetings. The Executive Committee may formulate and recommend to the Board for approval of general policies regarding the business and affairs of the Agency. The actions taken by the Executive Committee on any emergency matter shall be binding upon the organization until such time as the same may be repealed by the Board. Fifty percent (50%) of the Executive Committee shall constitute a quorum for the transaction of all business including emergencies.

**Section 6.4. Finance Committee.** The Finance Committee shall be chaired by the Treasurer and shall (a) provide financial governance for the Agency; (b) be responsible for submitting a budget to the Board; (c) oversee the use of income and expenses, as well as its capital funds; and (d) assure that appropriate fiscal policies and procedures are in place and followed.

**Section 6.5. Advisory and Other Committees.** The Executive Committee shall form standing committees and ad hoc committees as it may deem appropriate and in the best interest of the Agency. The Board of Directors may provide for such other committees or advisory groups, consisting in whole or in part of persons who are not Directors of the corporation, as it deems necessary or desirable, and discontinue any such committee or advisory group at its pleasure. It shall be the function and purpose of each committee or advisory group to advise the Board of Directors; and each committee or advisory group shall have such powers and perform those specific duties or functions, not inconsistent with the Articles of Incorporation of the corporation or these Bylaws, as may be prescribed for it by the Board of Directors.

## **ARTICLE VII. ELECTION PROCESS AND VOTING**

**Section 7.1. Election.** The election of the Officers and the Board Members shall take place at the Annual Meeting and the Officers and Board shall be elected by a majority of those current Board Members present at the meeting.

**Section 7.2. Vote by Electronic Transmission.** Any action that may be taken at any Regular or Special Meeting may be taken without a meeting by email transmission to every Board Member entitled to vote on the matter.

(1) A Board Member may appoint a proxy to vote or otherwise act for the Board Member by signing an appropriate form approved by the Agency delivered to the Secretary or his or her designated representative either personally or by electronic transmission.

(2) A proxy is valid when a signed appointment form is received by the Secretary or other officer authorized to tabulate votes. A copy, facsimile transmission, or other reliable reproduction of the writing or electronic transmission may be substituted or used in lieu of the original writing for any and all purposes hereunder.

## **ARTICLE VIII. INDEMNIFICATION**

**Section 8.1. Indemnification.** Absent gross negligence or wrongdoing, the Agency shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that she or he is or was a Board Member of the Agency against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by her in connection with such action, suit, or proceeding.

**Section 8.2. Insurance.** The organization shall purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE IX. AMENDMENT**

**Section 9.1 General.** These By-laws may be amended by a majority of the Board.

## **ARTICLE X. MISCELLANEOUS**

**Section 10.1. Affiliation.** The Sandwich Project shall be affiliated with such city, county, state, and national organizations as the Board, from time to time, may deem necessary and proper.

**Section 10.2. Section 501(c)(3) Corporation.** The Sandwich Project shall function as a non-profit 501(c)(3) tax-exempt organization.

**Section 10.3. Fiscal Year.** The fiscal year of the Agency shall begin on July 1 of each year and shall end on June 30.

**Section 10.4. Insurance.** The Agency shall purchase insurance in such amounts as the Board may determine may be reasonably necessary to adequately ensure the Board and Officers from any liability which they may incur by reason of being Members of the Board of the Agency.

**Section 10.5. Pronouns.** Unless otherwise provided herein, words importing the feminine shall include the masculine and neuter, and vice versa, unless the context otherwise requires.