

**BYLAWS
OF
BANK STREET FOOD BANK, INC.**

**ARTICLE I
NAME, LOCATION, AND OFFICES**

- 1.1 Name. The name of the Corporation shall be “Bank Street Food Bank, Inc.”
- 1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the Commonwealth of Kentucky and shall have a registered agent whose office is identical to the address of such registered office, as required under the Kentucky Nonprofit Corporation Act, Chapter 273 of the Kentucky Revised Statutes, as amended from time to time (the “Act”).
- 1.3 Principal Office. The principal office of the Corporation shall be located at such location as the Corporation’s board of directors (“Board of Directors”) may determine from time to time.

**ARTICLE II
EXCLUSIVE PURPOSES**

- 2.1 The Corporation is organized and shall be operated exclusively for the charitable purposes set forth in the Corporation’s Articles of Incorporation. All of the assets and earnings of the Corporation shall be used exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent internal revenue law of the United States of America (the “Code”).
- 2.2 In connection with the Corporation’s exclusive purposes, the Corporation shall be entitled to receive contributions and grants from any and all sources, own such real or personal property as may be necessary to carry out its exclusive purposes, and engage in all activities permitted by nonprofit corporations under the Act. The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance, and support may be beneficial to the Corporation in carrying out the foregoing purposes and may pay reasonable compensation for the services performed and expenses incurred by such persons. The Board of Directors may also from time to time employ such persons as it determines to be necessary or desirable for the administration and management of the Corporation and may pay reasonable compensation for the services performed and the expenses incurred by such persons.

**ARTICLE III
NO MEMBERS**

The Corporation shall not have any members and shall be managed exclusively by its Board of Directors in accordance with these Bylaws.

ARTICLE IV
BOARD OF DIRECTORS

4.1 Duties and Authority. The Board of Directors shall be exclusively responsible for the governance of the Corporation and shall have supervision, control, and direction of the management, affairs, and property of the Corporation. The Board of Directors shall determine the policies of the Corporation and actively execute the Corporation's purposes and supervise all disbursements of its funds. The Board of Directors may adopt, by the affirmative vote of at least a majority of members of the Board of Directors ("Directors") then in office, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable. The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, Director, officer, or other private person or individual.

4.2 Number of Directors. The Board shall consist of such number of Directors as the Board of Directors may determine from time to time, but at no time shall there be less than three Directors. All Directors shall be elected or appointed in accordance with these Bylaws.

4.3 Terms and Voting.

(A) The Directors shall be divided into three classes: Class A; Class B; and Class C. The number of Directors in Class A, Class B, and Class C shall be as equal as reasonably possible so that the terms of approximately one-third of the Directors will expire each year.

(B) The term of office for each of the Class A Directors, Class B Directors, and Class C Directors shall be three years unless earlier terminated as a result of resignation, removal, or death; provided, however, that (i) the initial Class A Directors shall be elected to a term of three years, (ii) the initial Class B Directors shall be elected to a term of four years, and (iii) the initial Class C Directors shall be elected to a term of five years. Each Director's term shall continue until his or her successor is elected and qualified or until his or her earlier resignation, removal, or death.

4.4 Each of the Directors shall have a right to vote on all matters on which the Directors shall be entitled to vote.

4.5 Election and Appointment of Directors. The Directors shall be elected by the Board of Directors at its annual meeting or such other meeting called for such purpose.

4.6 Resignation and Removal.

(A) Any Director may resign at any time by delivering written notice of resignation to the President. Such resignation shall become effective as of the time set forth in such notice.

(B) Each of the Directors may be removed as a Director at any time by the Board of Directors, with or without cause.

4.7 Vacancies. When a vacancy occurs, it may be filled in the same manner as the original selection of that Director whose absence has created such vacancy.

4.8 Compensation. No Director shall receive compensation for his or her volunteer service as a Director, and each Director shall disclose any conflict or duality of interest. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V COMMITTEES

5.1 Designation. There shall be such standing or special committees of the Board as the Board shall determine from time to time (each, a "Committee"). Each Committee shall have the authority to recommend any action to the Board, but no Committee shall have or exercise the authority of the Board in the management of the Corporation unless expressly approved by a resolution of the Board as set forth in these Bylaws. The chairperson of each Committee shall be appointed by the President, and the members of each Committee shall be appointed by the President in consultation with that Committee's chairperson. All Committee members and chairpersons shall be appointed for a term of one year unless otherwise stated at the time of the appointment.

5.2 Notice. Notice of Committee meetings shall be provided pursuant to the same requirements as notice of meetings of the Board of Directors as set forth in Section 6.2.

5.3 Quorum and Manner of Acting. A majority of the Committee members shall constitute a quorum for the transaction of business at any meeting of that Committee, except as otherwise required by law, or the Corporation's Articles of Incorporation, or these Bylaws. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of that Committee. Committee members may not vote by proxy. The members of a Committee may act outside a meeting by unanimous written consent.

5.4 Committee Procedures. Each Committee shall report to the Board concerning all matters upon which such Committee has acted. Each Committee shall meet as needed but not less than annually. Each Committee chairperson shall adopt rules, policies and procedures for the operation of his/her Committee that are consistent with state law, the Corporation's Articles of Incorporation, these Bylaws, and the policies of the Corporation and the Board.

ARTICLE VI MEETINGS OF BOARD OF DIRECTORS

6.1 Meetings. The Board shall hold at least one regular meeting each calendar year, which shall be the annual meeting. Special meetings of the Board may be called by the President or by a majority of the Directors.

6.2 Notice of Meetings. Written notice of the time, place and agenda of each meeting of the Board shall be sent to each Director by the Secretary or the person or persons calling such meeting at least five days prior to each meeting. Notice may be given by personal delivery or by United States mail, express mail, or courier service, with postage or fees prepaid, or by

confirmed fax or confirmed e-mail. Such notice shall, in all events, be deemed to have been properly and duly given if mailed or sent by overnight courier service, or sent by confirmed fax or confirmed e-mail, at least five days prior to the meeting and directed to the address of each Director or to the address for transmissions by fax or email as shown in the Secretary's records. Notice shall be deemed to have been waived by any Director with respect to any Board meeting when such Director participates in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, and notice may be waived, in writing, by any Director either before or after such meeting. If notice is sent by United States mail, express mail or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service. If notice is given by personal delivery or by fax or email, then the notice shall be deemed to have been given when delivered or transmitted.

6.3 Quorum and Transaction of Business. A majority of the Directors shall constitute a quorum at any meeting for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those Directors present may adjourn the meeting from time to time until a quorum shall be present. Except as otherwise required in these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

6.4 Rules. Meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

6.5 Directors' Action without a Meeting. Any action which may be authorized or taken at a meeting of the Directors in person may also be authorized or taken without a meeting by the unanimous written consent of the Directors pursuant to the Act and any subsequent amendments or reenactments thereof.

6.6 Meetings through Communications Equipment. Any action that may be authorized or taken at a meeting of the Board in person may, at the determination of the President, be authorized or taken via a telephonic meeting of the Directors or a meeting through any communications equipment, if all persons participating can contemporaneously hear and otherwise communicate with each other. Participation in a telephonic meeting or a meeting through any communications equipment pursuant to this Section 6.6 shall constitute presence at such meeting.

ARTICLE VII OFFICERS

7.1 Composition, Selection and Term of Office. The officers of the Corporation shall consist of a President, a Secretary/Treasurer, and such other officers' positions as may from time to time be established pursuant to this Article VII. The President and the Secretary/Treasurer shall be elected by the Board from among the Directors. The Board shall establish such other Board officers and shall elect Directors to such additional Board officer position from time to time as it deems appropriate. Each of the President and the Secretary/Treasurer shall serve a two-year term in their respective offices and may be reelected by the Board to one additional successive two-year term in such offices. Each Board officer shall serve until the close of the next annual meeting of the Board and until his/her successor is elected and qualified, or until

his/her earlier resignation, removal, or death. There shall not be any limitation on any individual serving in more than one office at a time.

7.2 President. The President shall serve as the chief officer of the Board and shall plan, organize, and coordinate the work of the Directors and, pursuant to Article V, shall appoint task forces and Committees when needed. The President shall also be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall report directly to the Board of Trustees and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

7.3 Secretary/Treasurer. The Secretary/Treasurer shall (a) prepare, or cause to be prepared, minutes of each meeting of the Corporation and shall keep, or cause to be kept, a collection of all such minutes, (b) keep, or cause to be kept, a correct record of all receipts and disbursements of money, and pay, or cause to be paid, all bills ordered to be paid by the Board, and (c) perform such other duties as authorized in these Bylaws or as may be assigned by the Board.

7.4 Vacancies. A vacancy in the President or the Secretary/Treasurer shall be filled by the Board. A vacancy in any other office shall be filled by the Board of Directors for the unexpired term.

7.5 Resignation and Removal. Any officer may resign at any time by notice in writing delivered to the Board. The President, the Secretary/Treasurer, and any other officer elected by the Board may be removed at any time, with or without cause, by the Board of Directors.

7.6 Authority. Unless otherwise directed by the Board of Directors, any two officers are authorized, whenever necessary or required, to sign and/or endorse all papers, documents, notes, deeds, mortgages, stocks, bonds, annuity contracts, agreements, etc., on behalf of the Corporation.

ARTICLE VIII INDEMNIFICATION

Every past, present and future Director and officer of the Corporation, and their respective heirs, executors, administrators and estates, shall be indemnified and held harmless by the Corporation against all costs, expenses, damages, and amounts of liability therefor ("Losses"), including fees for legal counsel approved by the Board, that are reasonably incurred by, or imposed upon, them in connection with, or resulting from, any action, suit, proceeding or claim to which they may be a defendant, or in which they may be asked to testify, by reason of their acts (or alleged acts) of omission or commission as such Director or officer, and, subject to the provisions hereof, any settlement thereof, whether or not they continue to be such Director or officer at the time of incurring such Losses, and whether or not the action or omission to act or the part of such Director or officer which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of these Bylaws, provided, however, that such indemnification shall not apply with respect to any matter as to which such Director or officer

shall be finally adjudged in such action, suit or proceeding to have been individually guilty of intentional misconduct or criminal acts in the performance of his or her duties as such Director or officer; and provided further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling such suit, action, proceeding or claim, when the judgment of the Board such settlement and reimbursement appear to be for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, any and all other rights as which any such Director or officer may be entitled by law or under any agreement, vote of the Board or otherwise.

ARTICLE IX AMENDMENTS

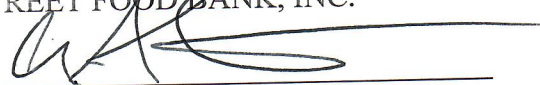
These Bylaws may be amended solely by an affirmative vote of at least two-thirds of the Directors present at a meeting of the Board of Directors.

[Signature page follows.]

The undersigned officer of Bank Street Food Bank, Inc., a Kentucky nonprofit corporation, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors of such corporation as of the 17th day of January, 2021.

BANK STREET FOOD BANK, INC.

By:


Stephen Satterfield, President