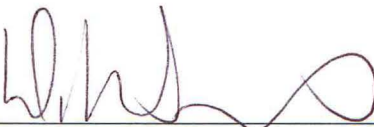


**CONFERRAL OF TITLE OF  
DIRECTOR EMERITUS POLICY  
OF  
EAST MOUNTAIN FOOD PANTRY, INC.**

1. Any living formal member of the Board of Directors of East Mountain Food Panty, Inc. may be nominated for the title and position of Director Emeritus at any regular, or specially called meeting, of the Board of Directors. In enacting this policy, the Corporation requires that the Board of Directors make such nominations.
2. Election to the position shall be made by majority vote of the Members.
3. The title of Director Emeritus shall be for life, unless (1) the Director Emeritus resigns the position or (2) the Board of Directors terminates the designation of an individual Director Emeritus or of the position of Director Emeritus created under this policy.
4. The title and position of Director Emeritus shall be honorary and shall be bestowed in recognition of distinguished service, length of service, and other factors that the Board of Directors may, from time to time, adopt.
5. A Director Emeritus may:
  - a. Attend any regular or special meeting of the Board of Directors, excluding closed session, and may take part in deliberations of the Board as a recognized individual but may not vote;
  - b. Serve as an appointed member of any standing or ad hoc committee of the Board of Directors if appointed by the Board and shall have the right to vote in that committee; however, the Director Emeritus shall not be eligible to be a committee chairman or to be an officer of the Board of Directors;
  - c. Be invited to attend certain Board of Directors functions and social events; and
  - d. Receive a commemorative resolution adopted by the Board of Directors conferring the official title of Director Emeritus. Resolution text is presented in Appendix A.
6. Each Director Emeritus may be listed by this title in any official publication where the members of the Board of Directors are given.
7. Each election of a Director Emeritus shall be considered solely on its own merits and the specific individual's qualifications and shall not be considered as a basis of precedent for or against any future consideration of any other former Directors.

The undersigned certifies that East Mountain Food Pantry has adopted the foregoing Conflict of Interest Policy.

Effective Date: 12 July 2021

  
\_\_\_\_\_  
David M. Smith, President

ATTEST:

  
\_\_\_\_\_  
Sammie E. Hutchison, Secretary

**APPENDIX A: RESOLUTION TEXT**

**RESOLUTION OF THE BOARD OF DIRECTORS  
CONFERRING TITLE OF DIRECTOR EMERITUS ON  
(name)**

**WHEREAS,** (name) has served as a member of the Board of Directors of the East Mountain Food Pantry, Inc. since (date); and

**WHEREAS,** (name) has served [as an officer of the Board of Directors and] as a member [or chairperson] of various official committees of the Board; and

**WHEREAS,** (name) has provided distinguished leadership to East Mountain Food Pantry, Inc.; and

**WHEREAS,** (name) retired from the Board of Directors of East Mountain Food Pantry, Inc on (date); and

**WHEREAS,** it is fitting that the East Mountain Food Pantry, Inc. recognize those former members of its Board of Directors who have made demonstrable contributions to the Board and the Food Pantry.

**NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, BE IT RESOLVED,** that the Board of Directors of East Mountain Food Pantry, Inc. congratulates and honors (name) by election as Director Emeritus of the East Mountain Food Pantry, Inc., with all the rights and privileges pertaining thereto, in accordance with Board Policy on Conferral of Title of Director Emeritus.

\_\_\_\_\_  
(name), Secretary

\_\_\_\_\_  
(name), President