

Slow Food Glades to Coast Chapter Bylaws

Approved June 5, 2014

Slow Food USA Mission

Slow Food USA seeks to create dramatic and lasting change in the food system. We reconnect Americans with the people, traditions, plants, animals, fertile soils and waters that produce our food. We seek to inspire a transformation in food policy, production practices and market forces so that they ensure equity, sustainability and pleasure in the food we eat.

Slow Food Glades to Coast Chapter Mission Statement

Slow Food Glades to Coast supports and celebrates our local South Florida community of farmers, artisan food producers and good, clean, fair food. Our mission is to educate and connect people of Broward and Palm Beach counties to food traditions, food production, and the pleasures of the table.

Article 1: Name & Logo

- 1.A Slow Food Glades to Coast will use the chapter name and logo of Slow Food only in accordance with the Slow Food Name and Logo Agreement.

Article 2: Purpose

- 2.A Slow Food Glades to Coast is a U.S. local chapter of the international Slow Food movement. Slow Food chapters carry out the Slow Food mission on a local level and are therefore the grassroots expression of the movement.
- 2.B Slow Food Glades to Coast engages the local community in supporting and promoting local, sustainable food and food traditions and advocating for good, clean and fair food for all people.
- 2.C Slow Food is a nonprofit organization with public and charitable purposes. It is not organized for the private gain of any person.

Article 3: Membership

- 3.A Membership in Slow Food Glades to Coast is open to all.
- 3.B Membership in the chapter is official once an individual pays membership dues to Slow Food USA.
- 3.C Membership is annually renewed.
- 3.D Members have voting privilege and are eligible to run for Chapter Board positions.
- 3.E Annual membership fees are determined and collected by Slow Food USA.
- 3.F Slow Food chapters may not add additional membership dues to the existing annual membership fee.

Article 4: Meetings

- 4.A *Annual Membership Meeting:* Slow Food Glades to Coast will hold **at least one** general membership meeting each year for the purpose of electing Directors to the Board and conducting business to come before the membership. Notice of the Annual Members' meeting must contain the agenda, date, place and time and must be sent to the Members at least thirty (30) calendar days prior to the meeting. No business except that specified in the notice of meeting to the Members shall be transacted at the Annual Members meeting.
- 4.B *General Membership Voting:* All Slow Food Glades to Coast members in good standing shall have the right to vote on topics at the Annual Membership Meeting. Each Voting Member shall have one (1) vote. Whenever a vote of the general members is called, then a majority of the Voting Members in attendance at a meeting shall be considered a quorum. Votes at a meeting may be made by ballot, show of hands, or by voice
- 4.C *Board Meetings & Board Voting:* Board meetings are held monthly or bi-monthly. The meeting agenda shall be sent to the Board in advance via email, or can follow a regular agenda of reports from each Board member. Each Board Member has the power to present proposals, which shall be addressed to the Chair in a timely manner so such proposal(s) may be included in the agenda of the Board. All voting actions will be specifically denoted in the Board meeting agenda prior to a vote. A quorum of the Board is defined as half the number of those serving. For important votes anticipated in advance, Board members are encouraged to vote by proxy or by email. All Board meetings should be open to members; however, the Board may reserve the right to call closed meetings.
- 4.C.1 Board topics requiring a formal vote include, but are not limited to:
- Disbursement of any Chapter funds over \$50 including any purchases by Board members made on behalf of the Chapter.
 - Chapter events proposed by the Events Committee.

Article 5: Chapter and Board Structure

- 5.A The Glades to Coast Chapter Board is composed of several officer positions:
- 5.A.1 The **Chair** liaises with the Regional Governor, the Slow Food USA national office, and other Chapter Chairs in the region. The Chair creates meeting agendas, runs general meetings, acts as one of at least two signing authorities for the chapter bank account, acts as primary contact for the group, oversees the activities of the chapter, and ensures that the chapter is meeting all annual requirements. Also ensures that proper notification is given of Board and annual members' meetings. Chair and Vice-Chair may share the above duties.

- 5.A.2 The **Vice Chair** supports the Chair, acts in the Chair's stead when the Chair is unavailable, and may oversee the sub-committees.
- 5.A.3 The **Treasurer** records the income and expenditures of the chapter, reports financial status to the board, manages the chapter's annual tax filing requirements, acts as one of at least two signing authorities for the Chapter bank account, prepares an annual report and budget for the Chapter, and may set fundraising goals and activities for the chapter.
- 5.A.4 The **Secretary** is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes/summaries of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the Board, and performs other duties as the need arises and/or as defined in the bylaws.

Minutes/Meeting Summary: Requirements of minutes include at a minimum the date, time, location of meeting; list of those present (and/or absent); list of items discussed; list of reports presented; and any motions presented, description of discussion, and final vote.

Custodian of records: Ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. Records include founding documents, (e.g. bylaws), lists board and committee meeting summaries, financial reports (as provided by the Treasurer), and other official records. The Secretary also coordinates with the Membership Director (lead) to ensure that official records are maintained of members of the organization and Board. He/She ensures that these records are available when required for actions of the Board including reports, elections, referenda, other votes, etc.

- 5.A.5 **Membership** maintains and updates the Chapter's membership list and reports membership status at each board meeting. The membership chair may seek ways to recruit and retain members.
- 5.A.6 **Events** will facilitate all events held by the Chapter in conjunction with the Event Sub-Committee and/or other chapter members. The Events Director will lead brainstorming ideas and execution of agreed upon ideas and will ensure that all necessary items, information, etc. are in place for successful events. The Events Director will ensure that the Marketing-Communications Director gets timely information for press/calendar materials.

- 5.A.7 **Marketing-Communications** is responsible for creating press releases, eBlasts and the general G2C marketing-promotions-PR effort to the broader Chapter stakeholder list. Includes social marketing & media (e.g., Chapter website, Facebook, etc.). Assists in copywriting, editing, and collaboration on overall look and uploading of events to Chapter website.
- 5.A.8 **Fundraising & Sponsorship** is responsible for leading annual donor-type solicitations, fundraising and sponsorship activities for the Chapter. This position will work directly with the Membership and Events Directors to coordinate sponsorships and fundraising through individual events and socials. Also will pursue grant opportunities to support the Chapter.
- 5.B *Committees:* May be formed to deal with specific projects, activities, or events. These committees may wish to elect a committee Chair as the primary contact for and coordinator of the project, activity, or event.
- 5.B.1 **Events Committee** - Chaired by Events, membership is open to Board members, Advisors, and general Chapter members. Planning meetings will be held to set the annual event schedule for the calendar year. All events will be reviewed and approved by the Chapter Board.
- 5.B.2 **Nomination Committee** - When Board member elections are needed, the Board Chair gathers a nomination committee, which may consist of Board members and Chapter members, or Advisors. The committee is responsible for vetting and recruiting nominees and for ensuring fairness of the process and outcome of an election. See Article 6 for more information.
- 5.C *Advisors:* Individuals with specific subject expertise that have been approved by the Board of Directors will advise the Board on Chapter related issues. Advisors must be active members of the Chapter and will serve at the discretion of the Board and may actively serve on committees, as needed.
- 5.D *Removal of Officers:* Upon a written request of a majority of the Board of Directors, which will include a request for a special meeting of the Board of Directors for the same matter, the Board of Directors shall convene and review written complaints submitted with respect to the performance of an officer in the discharge of his or her duties. The officer under review shall have the right to respond to the Board of Directors at the Officer Review Meeting prior to any vote. Such officer's failure to be present at the Officer Review Meeting shall be deemed a waiver of such right. Thereafter, the officer may be removed from his or her office upon a vote of one more than the majority of the remaining Board of Directors, which vote shall be taken without the vote or presence of the officer under review.

- 5.E *New Officers:* In order to facilitate business of the chapter, new positions may be created and individuals recruited to fill these positions. The Board will be responsible for creating such positions and approving individuals to fill these positions.

Article 6: Chapter Board Terms and Officer Elections

- 6.A Any person who wishes to serve on the Chapter Board must be an active, dues-paid member of Slow Food USA.
- 6.B After completion of a 3 month trial period, terms of Chair and Vice-Chair serve for 2 years, with term staggering preferred. All other Board positions serve for 1 year. Re-election is possible for additional terms but not to exceed eight years of service before a one year hiatus.
- 6.C At least two months prior to the end of Board member terms and/or the annual meeting, the Board appoints a chair of the nominating committee to oversee the Board member elections process.
- 6.C.1 The nomination committee first determines who on the Board is eligible and willing to stand for reelection and then determines if the Board has any open positions.
- 6.C.2 When there are open positions on the Board, the nomination committee may make an announcement to the general membership and ask for nominees. The committee can also actively recruit nominees who have specific attributes needed on the Board.
- 6.C.3 The Board may vote to accept the slate of candidates recommended by the nominating committee before it is sent to the general membership.
- 6.C.4 At least two weeks in advance of the membership meeting, the nomination committee will forward the Board-approved slate of candidates, and their respective nominee profiles, to the general membership for consideration.
- 6.C.5 Voting takes place either electronically in advance or in person at the annual membership meeting.
- 6.C.6 The general membership may vote to accept the candidates recommended by the nominating committee, or, in the case of multiple candidates running for the open position(s), the candidate(s) receiving the most votes gain the seat(s).
- 6.D In the case of a Board position becoming vacant mid-term, the Board Chair may appoint, with Board approval, a person to fill the unexpired term.

Article 7: Standards of Conduct

Slow Food Glades to Coast Chapter Board members have the obligation to meet the following standards of conduct, and to hold other Board members accountable to them as well.

- 7.A Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
- 7.B Create a welcoming environment for new members and volunteers; avoid insularity and the natural tendency to build and perpetuate the board with those already known.
- 7.C Always represent Slow Food and its mission in a positive and professional manner;

- keep disagreements within the Chapter.
- 7.D Accurately present the Slow Food's policies and positions when communicating on behalf of the organization; don't use a Slow Food leadership role or title to advance personal views.
 - 7.E Respect your obligation to the Slow Food's members; use member lists and information about members for organizational purposes only.
 - 7.F Use Slow Food resources wisely and in keeping with the fiduciary responsibility of all leaders.
 - 7.G Foster an open democratic decision-making process; respect decisions once they are made.
 - 7.H Praise publicly; criticize privately and tactfully.
 - 7.I Handle disputes on the most local level, according to the guidelines provided in the Slow Food USA National Statute. If disputes cannot be resolved locally, the Regional Governor should be contacted to serve as an impartial mediator. If there is a conflict with your designated Regional Governor, ask for assistance from another impartial Governor.

Article 8: Amendments

- 8.A Any member may propose an amendment to the bylaws. Any proposed amendment to the bylaws must be submitted to the Secretary and distributed to the Board at least 30 days before a vote of ratification by the board.

Article 9: Ratification

- 9.A The Chapter bylaws or their amendments are ratified by a majority vote of the Board upon the completion of writing bylaws or modifying the SFUSA bylaws template.
- 9.B The Chapter bylaws must be available to Chapter members, the Regional Governor and Slow Food USA staff, and posted to the Chapter web site.

Article 10: Conflicts of Interest

Every person elected or appointed to a position of authority in the organization has a duty of loyalty to, and must act in the interests of, that organization. Public perception and confidence in Slow Food USA are vital to the success of the organization. Slow Food USA is a volunteer-run organization and recognizes that its leaders and members have conflicts of interests from time to time. Introducing a conflict of interest policy to the Chapter Board is meant to protect, not punish, the interest of your chapter when it is contemplating entering into a transaction or arrangement, or when a situation arises that a member advances his or her own private interests through his or her position in the organization.

A conflict of interest may arise whenever the personal or professional interests of a board member, staff, or volunteer are potentially at odds with the organization's best interests. Such conflicts are common and acceptable if they benefit the group and if the Board makes decisions in the Chapter's best interests in a fair and informed manner.

The standard of behavior at Slow Food USA stipulates that all chapter board members scrupulously avoid conflicts of interest between the organization's interests on one hand, and their personal, professional, and business interests on the other. The chapter cannot be a vehicle for any individual business. This includes avoiding potential and actual conflicts of interest, as well as perceptions of such conflicts.

The following steps should be followed to avoid even the appearance of impropriety:

- No member of the Slow Food Glades to Coast Chapter Board shall **derive any personal profit or gain** by reason of his or her participation with Slow Food USA. This conflict-of-interest policy **prohibits or limits business transactions** by Chapter Board members and requires them to disclose potential conflicts. Upon joining the board, each Board member will **sign a conflict of interest policy statement**.
- As a **normal practice** of the Board, each individual shall **disclose** to the chapter, any personal interest which he or she may have in any matter pending before the chapter and shall refrain from participation in any decision on such matter. Such disclosures should be recorded in the meeting's minutes.
- Require Board members to **withdraw from discussion** and **voting** on decisions that present a potential conflict.
- Although **it is not a conflict of interest to reimburse board members for expenses** incurred, they are prohibited from being paid to serve on the Board. Board members will not receive pass-through dollars for individual projects.
- Establish procedures to ensure the organization is receiving fair value in the transaction.

The Glades to Coast Chapter Board is responsible for:

- **Establishing by example an attitude and atmosphere of personal integrity.** Some situations may need only a brief, informal comment to maintain that climate. In others, a decision may be delayed because of the need to ensure that it has been made in the organization's best interests. Each of us, by our daily words and actions, contributes to a culture of integrity and responsibility.
- **Recording in the meeting summary** of the Chapter Board Meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- Decide only to hire or contract with a Board member if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price.

Approve at June 2014 Board Meeting



Joanna C. Walczak – Secretary, Slow Food Glades to Coast

**SLOW FOOD CHAPTER BOARD
DECLARATION OF CONSENT TO CHAPTER BY-LAWS AND
CONFLICT OF INTEREST POLICY**

I, _____, understand that the purposes of this policy are to protect the integrity of Slow Food Glades to Coast's decision-making process, enable our members to have confidence in our trust, and protect the integrity and reputations of volunteers, staff and board members. Upon or before joining the Chapter Board, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

This written disclosure will be kept on file with the Chapter Board Chair and I will update it as appropriate. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

At this time, I am a Board member, a committee member, or an employee of the following organizations and/or businesses:

I understand that the chapter bylaws are meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: _____

Print name: _____

Date: _____

The Chapter Board should collect and keep a copy of a signed Conflict of Interest from each Board member. Chapter bylaws and conflict of interest should be made available to the Regional Governor and to the National Office upon request.