

Slow Food DC Chapter Bylaws

Please note: Slow Food chapters are defined by the IRS as unincorporated associations of Slow Food USA, a 501(c)3 non-profit organization .

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.

Chapter Mission Statement

The Slow Food DC chapter is a community that promotes and celebrates local, seasonal, and sustainable food sources; works to preserve the culinary traditions of the region's ethnically and culturally diverse populations; and supports the right of all people to enjoy good, clean, fair food.

Article 1: Name and Logo

- 1.A The organization shall be called Slow Food DC.
- 1.B Slow Food DC will use the chapter name and logo of Slow Food in accordance with the Slow Food name and logo agreement signed annually by the Board Chair.

Article 2: Purpose

- 2.A Slow Food DC is a local chapter of the international Slow Food movement. A chapter, also called a convivium, is a tool for implementing the Slow Food mission on a local level and therefore the grassroots expression of the movement.
- 2.B Slow Food DC 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. The chapter's primary focus is described in the above chapter mission statement.
- 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 to Slow Food DC is open to all.
- 3.B Membership is official once an individual has paid their membership fee to Slow Food USA.
- 3.C Membership is terminated once the individual does not renew his/her membership or has requested to be removed from the email list.
- 3.D Members gain voting privilege and are eligible to run for Chapter Board positions.
- 3.E Slow Food USA provides chapters with access to the chapters membership list; Slow Food promotional items, and other resources.
- 3.F Slow Food chapters provide Slow Food USA access to their chapter's extended non-member

network.

3.E Annual membership fees are determined by Slow Food USA

Article 4: Meetings

4.A Slow Food DC will hold at least one general membership meeting in the first quarter of each year.

Article 5: Board Structure

5.A The Chapter Board of Slow Food DC will guide the general direction of the group, ensuring the projects and activities of the Chapter are consistent with the ideas and values of the Slow Food movement. The Board will consist of members, who consistently attend board meetings throughout the year and contribute to the mission of the chapter.

5.B Board meetings are held monthly. The board meeting agenda shall be sent in advance via email, and will follow a regular agenda of reports from each board member on activities and plans. All Board members must be notified in advance of a vote, and be permitted to submit their vote prior to the meeting if they will be absent. Absentee votes must be sent to the Secretary electronically. A quorum is defined as half plus one.

5.C At least two board meetings per year shall be open to members to observe or propose ideas to the Board.

5.D Chapter board term limits

The board term limits for each position are 2 years. Board members may serve a maximum of eight years in one position, provided that confirmation by election occurs at least once every two years. Members who have served for eight consecutive years may be eligible for re-election after a minimum one-year hiatus.- The Chapter Board includes several positions, described here:

5.E.1 Two **Co-Chairs**, liaise with the Slow Food USA national office, the Regional Governor and other Chapter Chairs in the region. The Co-Chair runs general meetings, acts as one of **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.

5.E.2 The **Treasurer** tracks the income and expenditures of the chapter, acts as one of two signing authorities for the Chapter bank account, prepares an annual budget for the Chapter, and sets fundraising goals and activities for the chapter. The Treasurer reports on receipts and expenditures to the Board on a monthly basis.

5.E.3 The **Secretary** produces agendas and minutes for Chapter Board meetings and the Annual Membership meeting. The secretary produces meeting minutes. The Secretary oversees the chapter's action items

5.E.4 The board is composed of three main working groups: Communications, Event planning, and Organizational duties. These working groups have overlap and work together to achieve the mission of the chapter. The groups may elect a leader for reporting and facilitating role at any time. Additional groups may be

formed as needed such as the seasonal need for a Snail of Approval working group.

5.F A chapter may wish to form sub-committees to deal with specific projects, activities, or events. These committees may wish to informally elect a committee leader as the primary contact for and coordinator of the project, activity, or event.

5.G Meeting Order

Meetings of the Board will run according to the following order:

- I. Call to Order
- II. Roll Call
- III. Budget Report
- IV.
 - A. Reports of the officers
 - B. Report of the Co-Chairs
 - C. Working groups and/or individual members
- V. Action Items Assignments and Review
- VI. Adjournment

Article 6: 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 The Co-Chairs of the Slow Food chapter should be a member who has served on the Chapter Board.

6.C Elections will be held on a rolling basis to fill vacant seats as needed. Annual elections for co-chair positions and other leadership roles will be held at the end of two year terms . As needed committee leaders may also be elected at this time.

6.D Candidates for positions may give a brief speech at the election meeting or provide a statement to be read in the event of their absence.

6.E Voting quorum is half of all members present. Members not present may send a ballot to the elections officer with their vote and signature.

6.F Voting can be done by secret ballot or by electronic vote.

6.1 A candidate wins the seat if they receive half the votes plus one.

Article 7: Standards of Conduct Slow Food Chapter Board members have the obligation to meet the following standards of conduct, and to hold other leaders 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 inclusiveness, and language or behavior that offends others.

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 Interruptions will be polite and side conversations during meetings will be held only during breaks.
- 7.I Praise publicly, criticize privately and tactfully.
- 7.J 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.

Article 8: Amendments

- 8.A Any member may submit a proposal for the amendment of these bylaws.
- 8.B This submission must occur at a board meeting.
- 8.C If one third of those present, by open show of support, wish to consider such an amendment, the amendment may be taken to a vote at the following board meeting.
- 8.D The amendment must receive the support of three quarters of the board .

- 8.E The By-laws will be posted on the chapter website, with the ability for members to make comments. A notification will be sent to all the members notifying them of the posting of the by-laws and at the time of any proposed changes being ratified.

Article 9: Ratification

- 9.A Before ratifying these bylaws, Slow Food DC must send a draft to its membership for comments.
- 9.B Three quarters of board members present must support the by-laws for them to be ratified and come into effect.
- 9.C The by-laws must be posted on the chapter web site or be available to members upon request.

Article 10: Conflicts of Interest

Every person elected or appointed to a position of authority in an 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.

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 anyone's 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 Chapter Board shall **derive any personal profit or gain**, directly or indirectly, 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 Board, any personal interest which he or she may have in any matter pending before the board 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 transactions.

The Chapter Board is responsible to:

- Establish by example and attitude an 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.

- Record in the minutes 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.

**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 DC'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:

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.