

Slow Food Utah Bylaws

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, and 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

As a chapter of Slow Food USA, Slow Food Utah's mission is "Bringing everyone to the table to celebrate the pleasures of good, clean and fair food." We connect, educate, and celebrate food as a cornerstone of pleasure, culture, and community.

Article 1: Name & Logo

- A. The organization shall be called Slow Food Utah.
- B. Slow Food Utah will use the chapter name and logo of Slow Food in accordance with the Slow Food Name and Logo Agreement.

Article 2: Purpose

- A. Slow Food Utah 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.
- B. Slow Food Utah seeks to celebrate, educate, and strengthen awareness of food: from the farm, to the market, to the kitchen and to the table. We promote stewardship of our land, sound food production policies, and local, seasonal and organic foods. We support good, clean and fair food for all in the communities of Utah.
- C. Slow Food is a nonprofit organization with public and charitable purposes. It is not organized for the private gain of any person. Slow Food chapters are defined by the IRS as unincorporated associations of Slow Food USA, a 501(c)3 non-profit organization.

Article 3: Membership

- A. Membership to Slow Food Utah is open to all.

B. Membership is official once an individual has paid their membership dues to Slow Food USA.

C. Membership is terminated once the individual does not renew his/her membership or has requested to be removed from the email list.

D. Members gain voting privilege and are eligible to run for Chapter Board positions.

E. Slow Food USA provides chapters with access to the chapter's membership list, Slow Food promotional items, and other resources.

F. Slow Food chapters provide Slow Food USA access to their chapter's extended non-member network.

G. Annual membership fees are determined and collected by Slow Food USA.

Article 4: Meetings

A. Slow Food Utah will hold at least one general membership meeting each year. This is called the Annual Membership Meeting and is when elections of Board members take place.

B. A quorum at general meetings consists of those members present.

C. Board meetings are held a minimum of four times per year. Board members should attend Board meetings.

D. The Board meeting agenda shall be sent in advance via email by the Chair or designate, or can follow a regular agenda of reports from each Board member on activities and plans.

E. All Board members must be notified in advance of a vote, and be permitted to submit their vote to the Chair via email or phone prior to the meeting if they will be absent. A quorum is defined as a simple majority of those serving.

F. Board meetings shall generally be open to members, but may be closed as deemed necessary by the Board.

Article 5: Board Structure

A. The Chapter Board of Slow Food Utah 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 5 - 15 members.

B. Chapter Board term limits

1. The Board member term limits for each position is 2 years. Board members may serve a maximum of eight years, provided that confirmation by election occurs once every 2 years. Members who have served for eight consecutive years may be eligible for re-election after a minimum one-year hiatus.

2. Board Officers are voted on and reaffirmed each year by the Board. The above rules regarding multiple terms apply.

C. The Chapter Board is composed of several Officer positions, described here:

1. The Board Chair liaises with the Slow Food USA national office, the Regional Governor and other Chapter Chairs in the region. The Chair sets the agenda and runs general and Board meetings, acts as one of two signing authorities for the chapter bank account, acts as primary and media contact for the group, manages the communications of the chapter (eg. the email account), oversees the activities of the chapter, and ensures that the chapter is meeting all annual requirements.

2. The Vice Chair acts in the Chair's stead when the Chair is unavailable. The Vice Chair supports the Chair and assists with management duties and communications.

3. The Treasurer tracks the income and expenditures of the Chapter, reports the financial status to the Board at monthly meetings, acts as one of two signing authorities for the Chapter bank account, prepares an annual budget and financial report for the Chapter, and works directly with the Fundraising Committee. The Treasurer manages the Chapter's annual tax filing requirements and the State of Utah Charitable Solicitation Permit renewal, as well as payment of expenses accrued and approved by the Board for Chapter operations. The Treasurer maintains an archive of financial documents (both electronic and hard-copy, with back-ups as necessary).

4. The Secretary produces the minutes for the Board and Annual Membership meetings, and maintains an archive (both electronic and hard-copy, with backups as necessary) of the minutes and agendas. Minutes are provided to Board members at least one week prior to the next meeting for review.

5. The Membership Coordinator manages the chapter membership list. The Membership Coordinator coordinates communication with members and seeks ways to recruit and retain members.

6. The Volunteer Coordinator maintains a list of volunteers, organizes training sessions for volunteers, sends monthly Volunteer Bulletins, and manages the delegation and assignment of volunteers to Chapter functions and events. Committee leaders and Board members submit requests for volunteers for events to the Volunteer Coordinator, who then connects volunteers to the request. The Volunteer Coordinator records volunteer hours on the Volunteer Hours Log-in Sheet and reports totals to the Chair at least quarterly.

7. The Past Chair (outgoing chairperson) facilitates the transition of authority to the newly elected chair, assists the Chair as necessary, and may serve as a member of the Executive Committee.

D. The Chapter's Executive Committee is comprised of the Board Chair, Vice Chair, Secretary, Treasurer and Membership Coordinator. The Executive Committee develops the strategic plan for the Chapter, and guides the management and agenda of the Chapter. The Executive Committee meets regularly, prior to Board meetings. Meetings may include other Board members as needs require. Past Chair may continue to serve as a member of the Executive Committee for one year.

E. The Chapter may form sub-committees to deal with specific projects, activities, or events. These committees may informally elect a committee leader as the primary contact for and coordinator of the project, activity, or event. Descriptions and responsibilities of the committees will be maintained separately.

F. The Chapter may designate members of an Advisory Board. The Advisory Board may attend Board meetings and participate in Board planning and activities. Advisory Board members do not have voting rights on Board matters.

G. Board members record their hours using the Leader Volunteer Hours Log-In Sheet. Hours are reported to the Chair at least quarterly.

Article 6: Elections

A. Any person who wishes to serve on the Chapter Board must be an active, dues-paid member of Slow Food USA.

B. The Chair of the Slow Food Board should be a member who has served on the Board. Officers of the chapter are elected by the Board.

C. At least two months prior to the Annual Membership Meeting, the Board appoints an elections officer to serve as Chair of the Nominating Committee. The elections officer may not run for a position in the election.

1. The Chair of the Nominating Committee shall gather a committee, which may consist of Board members and/or members at large. The committee is responsible for vetting and recruiting nominees for the Board, overseeing election proceedings, ensuring fairness of process and outcome, answering questions about the election, and collecting and counting the ballots.

2. The Nominating Committee first determines who on the Board is eligible and willing to stand for reelection and then determines if the Board has open positions.

3. When there are open positions, the committee may make an announcement to the membership and ask for nominees. The committee can also actively recruit nominees who have specific attributes needed on the Board.

4. The committee should elicit profiles of nominees, which are provided to active members at election time in advance of a vote, at least 2 weeks prior to the election date (the date of the Annual Membership Meeting).

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.

E. Voting quorum at a general meeting consists of those members present. Members not present may send a ballot with another member with their vote and signature.

F. Voting can be done by ballot, show of hands, by voice, or by electronic vote.

G. The membership may vote to accept the slate of candidates recommended by the Nominating Committee, or, in the case of multiple candidates running for open position(s), the candidate(s) receiving the most votes gains the seat(s).

H. 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, who will then stand for election at the next Annual Membership Meeting.

Article 7: Standards of Conduct

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

A. Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.

B. Create a welcoming environment for new members and volunteers; avoid inclusiveness, and language or behavior that offends others.

C. Always represent Slow Food and its mission in a positive and professional manner; keep disagreements within the Chapter.

D. Accurately present 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 or positions.

E. Respect your obligation to Slow Food members; use member lists and information about members for organizational purposes only.

F. Use Slow Food resources wisely and in keeping with the fiduciary responsibility of all leaders.

G. Foster an open democratic decision-making process; respect decisions once they are made.

H. Praise publicly, criticize privately and tactfully.

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.

Article 8: Amendments

A. Any member may submit a proposal for the amendment of these bylaws. Any proposed amendment to the bylaws must be submitted to the Chair and distributed to the Board at least 30 days before a vote of ratification by the Board.

B. The amendment must receive the support of three quarters of those Board members at that meeting to be adopted.

Article 9: Ratification

A. Before ratifying these bylaws, Slow Food Utah must send a draft to its membership for comments.

B. Three quarters of those Board members present must support the bylaws for them to be ratified and come into effect.

C. The by-laws must be posted on the chapter web site or be available to members and to the Regional Governor and Slow Food USA staff upon request.

Article 10: Conflicts of Interest

A. 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, or when a situation arises that a member advances his own private interests through his position in the organization.

B. 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.

C. 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 one business. This includes avoiding potential and actual conflicts of interest, as well as perceptions of such conflicts.

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

1. 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.

2. 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.

3. Require Board members to withdraw from discussion and voting on decisions that present a potential conflict.

4. 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.

5. Establish procedures to ensure the organization is receiving fair value in the transaction.

E. The Chapter Board is responsible to:

1. 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.

2. 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.

3. 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 UTAH 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 Utah’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.