

Bylaws for Slow Food Oahu

Preamble

Slow Food Oahu Vision, Mission and Statement of Principles:

The Slow Food Oahu has adopted the vision, mission and statement of principles of Slow Food USA, which are:

Vision: “Food represents a common language and universal right. Slow Food USA envisions a world in which all people can eat food that is good for them, good for the people who grow it and good for the planet. In essence, food that is good, clean and fair.”

Mission: “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.”

Statement of Principles:

- Sustainability
 - recognizing the interdependence of people with one another and with our environment
 - caring for the land and protecting biodiversity for today’s communities and future generations
 - promoting pure food that is local, seasonal and organically grown
- Cultural Diversity
 - recognizing food as a language that expresses cultural diversity
 - preserving the myriad traditions of the table
 - cultivating and reinvigorating a sense of community and place
- Pleasure and Quality in Everyday Life
 - celebrating the diverse expressions of our earth’s bounty
 - appreciating and encouraging creativity, passion and beauty
 - respecting and supporting artisans who grow, produce, market, prepare and serve wholesome food
- Inclusiveness
 - following democratic principles in a spirit of sharing and service
 - educating members and others about Slow Food’s mission
 - dedicating ourselves to local cooperation and global collaboration
- Authenticity and Integrity
 - insuring our values are embodied by all staff, board members and chapter leaders
 - manifesting these values in all of our events, projects and publications
 - committing ourselves to partnerships with like-minded individuals and organizations
- To these we would add a concern for humane treatment of farm animals.

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Bylaws

1 Name & Logo

- 1.A The organization shall be called Slow Food Oahu.
- 1.B Slow Food Oahu will use the chapter name and logo of Slow Food USA in accordance with the Slow Food USA name and logo guidance.

2 Purpose

- 2.A Slow Food Oahu is a local chapter of the international Slow Food organization. A chapter is a tool for implementing the Slow Food mission on a local level and therefore the grassroots expression of the movement. Slow Food chapters are defined by the IRS as unincorporated associations of Slow Food USA, a 501(c)3 non-profit organization.
- 2.B Slow Food Oahu 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 Oahu is a nonprofit organization with public and charitable purposes. It is not organized for the private gain of any person.

3 Membership

- 3.A Membership to Slow Food Oahu is open to all.
- 3.B Membership is official once an individual has paid his/her 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 membership list.
- 3.D Members gain voting privilege, are eligible to run for Chapter Board positions and serve as delegates to Terra Madre.
- 3.E Slow Food USA provides each chapter with access to its membership list, Slow Food promotional items, and other resources.
- 3.F Slow Food chapters provide Slow Food USA access to its extended non-member network.
- 3.G Annual membership fees are determined by Slow Food USA.

4 Meetings

- 4.A Slow Food Oahu will hold at least one general membership meeting each year.

5 Roles and responsibilities of each leadership body:

- 5.A Inspire people to practice Slow Food Values and invite them into the Slow Food community;
- 5.B Organize local projects to make food and farming in their area more good, clean and fair, and

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5.C Serve as a local anchor and organizer for regional, national and global Slow Food initiatives and alliances.

6 Board Of Directors Structure

- 6.A The Board of Directors (BOD) is responsible for the legal and financial well being of the Chapter. The BOD will have the responsibility for the following:
- 6.A.1 Ensuring that the Chapter adheres to the SFO Mission, Vision and Values.
 - 6.A.2 Establishing Membership Policy.
 - 6.A.3 Maintaining fiscal responsibility for the Chapter.
 - 6.A.4 Handling official Chapter business in relation to Slow Food USA, and providing the liaison to Slow Food USA.
 - 6.A.5 Approving any per-item spending over the amount of \$500.
 - 6.A.6 Defining official committees, appointing Committee Chairpersons, dismissing Committee Chairpersons, and publicizing all committee creations and appointments to the general membership.
- 6.B The specific responsibilities of the members of the BOD are:
- 6.B.1 The **Chair** liaises with the Slow Food USA national office, the Regional Governor and other Chapter Chairs in the region. The Chair runs BOD meetings. The chair acts as one of two signing authorities for the chapter bank account.
 - 6.B.2 The **Treasurer** tracks the income and expenditures of the chapter, acts as one of two signing authorities for the Chapter bank account, creates financial statements, prepares annual IRS report and prepares an annual budget for the Chapter.
 - 6.B.3 The **Secretary** produces agendas and minutes for BOD meetings and the Annual Membership meeting.
 - 6.B.4 The Executive Committee consists of the three officers and is responsible for the day-to-day functioning of the Chapter.
 - 6.B.5 The Finance Committee consists of at least the Treasurer and one other Board member. Annually, the review the Chapter's finances and prepares the budget for the following year.
 - 6.B.6 The Membership Committee consists of at least the Chair and two other Board members. It works to increase membership and coordinates accuracy of members hip lists with national. It recruits new Board members and annually nominates the slate of officers for the following year.
 - 6.B.7 The Communication Committee consists of Newsletter Editor and Web Master. The Newsletter Editor prepares at least one newsletter per month. The Web Master causes the SFO website to remain current and uses social media to advance SFO agenda. Both, with appropriate fiscal approval, may use outside, paid contractors.
 - 6.B.8 Events Coordinator working with other Board members, puts together events, informs the Communication Committee, and works with the individual event leaders to ensure smooth RSVP functioning, payment collection and participant information collection.

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- 6.B.9 Chinatown Tour Coordinator develops guide notebook, tour calendar, and recruits and trains new guides.
- 6.B.10 Merchandise Sales Coordinator Keeps inventory of merchandise, reorders, and collects revenues. Heads up the Molokai beef operation.
- 6.B.11 The Board may create additional committees.
- 6.C The BOD is not responsible for the day-to-day decisions of running the Chapter. The day-to-day decisions will be made by the Executive Committee.
- 6.D BOD meetings shall be held a minimum of 4 times per year.
- 6.E The BOD will consist of a maximum of 11 people who will be elected by the general membership of the Chapter each year according to the following terms:
 - 6.E.1 BOD members will be elected for a period of two years, after which they may be elected for additional two-year terms.
 - 6.E.2 For the first election following the adoption of these By Laws, six members of the BOD will be elected to one-year terms. The other five members will be elected to two-year terms. The following year, the positions that were elected to one-year terms will be open for election.
 - 6.E.3 Within 30 days of the annual election, the BOD will choose from among themselves officers to serve for the coming year. These offices will be Chair, Secretary, and Treasurer. Other elected members will be considered a Members-At-Large.
 - 6.E.4 During the full year before being elected, any BOD member must be a dues-paying member of Slow Food USA.
 - 6.E.5 BOD dismissal and replacement:
 - 6.E.5.1 In the event that the Board Chair position is vacated, the Secretary will assume the Chair position.
 - 6.E.5.2 In the event that any other board position is vacated mid-term, the BOD will appoint an interim replacement to serve for the remainder of the term.
- 6.F In the event that it becomes necessary to dismiss a member of the BOD, a special BOD meeting shall be convened. A majority vote shall be required to remove a person from the BOD.

6 *The Executive Committee*

- 6.A The Executive Committee consists of the Chair, Treasurer and Secretary.
- 6.B Minutes of the meetings of the Executive Committee shall be kept and made public for the benefit of the general membership.

7 *Elections*

- 7.A Any person who wishes to serve on the Board of Directors must be an active dues-paid member of Slow Food USA.
- 7.B The BOD shall announce the election to all members via email at least 3 weeks before the election is to occur.
- 7.C Elections will be held at the annual meeting or at a time agreed upon by the BOD.

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- 8 *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:
- 8.A Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
 - 8.B Create a welcoming environment for new members and volunteers.
 - 8.C Always represent Slow Food and its mission in a positive and professional manner; keep disagreements within the Chapter.
 - 8.D Accurately present Slow Food's policies and positions when communicating on behalf of the organization; do not use a Slow Food leadership role or title to advance personal views.
 - 8.E Respect the obligation to Slow Food's members; use member lists and information about members for organizational purposes only.
 - 8.F Use Slow Food resources wisely and in keeping with the fiduciary responsibility of all leaders.
 - 8.G Foster an open, democratic decision-making process; respect decisions once they are made.
 - 8.H Praise publicly; criticize privately and tactfully directly to the person(s) involved.
 - 8.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.
- 9 *Amendments***
- 9.A Any member may submit a proposal for an amendment of these bylaws.
 - 9.B Submissions must be presented to the BOD at least one month before the annual meeting.
 - 9.C The BOD will post proposed amendments at least two weeks prior to the annual meeting.
 - 9.D Amendments will be voted on at Annual meetings.
 - 9.E Amendments must receive the support of two thirds of those members at that meeting.

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10 Ratification

- 10.A Before ratifying these bylaws, Slow Food Oahu must send a draft to its membership for comments.
- 10.B Two thirds of those members present at the ratification/Annual Meeting must support the bylaws for ratification.
- 10.C The bylaws must be posted on the chapter web site or be available to members upon request.

11 Conflicts of Interest

- 11.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. A conflict of interest policy is meant to protect, not punish, the interest of the chapter when it is contemplating entering into a transaction or arrangement.
- 11.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.
- 11.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.
- 11.D The following steps should be followed to avoid even the appearance of impropriety:
 - 11.D.1 No member of the Slow Food Oahu BOD 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 BOD members and requires them to disclose potential conflicts. Upon joining the board, each Board member will sign a conflict of interest policy statement.
 - 11.D.2 As a normal practice of the BOD, each individual shall disclose to the chapter any personal interest that 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.
 - 11.D.3 BOD members withdraw from discussion and voting on decisions that present a potential conflict.
 - 11.D.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.

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- 11.D.5 Procedures should be established to ensure the organization is receiving fair value in transactions.
- 11.E The BOD is responsible for:
 - 11.E.1 Establishing 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.
 - 11.E.2 Recording in the minutes of the Chapter BOD Meeting the potential conflict of interest and the use of the procedures and criteria of this policy.
 - 11.E.3 Deciding to hire or contract with a BOD member only if they are the best qualified individuals available and only if they are willing to provide the goods or services needed at the best price.

**SLOW FOOD OAHU CHAPTER
DECLARATION OF CONSENT TO CHAPTER BYLAWS AND
CONFLICT OF INTEREST POLICY**

I, _____, understand that the purposes of this policy are to protect the integrity of Slow Food Oahu’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 of Directors, 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 Secretary, 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, or close associates would 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. I have read the Slow Food Oahu’s Board Policies and agree to abide by them.

Signed: _____

Print name: _____

Date: _____

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