

**BYLAWS FOR
THE OREGON COMMUNITY FOOD SYSTEMS NETWORK**

ARTICLE I – NAME

The name of this organization shall be the Oregon Community Food Systems Network (OCFSN).

ARTICLE II – VISION, MISSION, AND GOALS

1. **Vision Statement:** All Oregonians will have meaningful access to healthy and affordable foods that are grown and processed regionally in an environmentally and economically resilient food system that provides entrepreneurial opportunity and fulfilling livelihoods for employees throughout the supply chain.
2. **Mission Statement:** OCFSN will provide networking, information sharing, research, education, training, planning, fundraising, coordination, evaluation, and communications capacity to enhance the ability of participating organizations to achieve our food system vision.
3. **Goals:**
 - a) Improve communication and collaboration at local, regional and state levels,
 - b) Identify and support replication and expansion of effective programs,
 - c) Enhance member programmatic and administrative capacity and efficiency,
 - d) Develop collaborative solutions to deliver better on-the-ground outcomes,
 - e) Jointly measure and report outcomes to track statewide impact,
 - f) Facilitate funding for OCFSN sponsored projects,
 - g) Identify and advocate for state, regional, and local policy solutions,
 - h) Collectively achieve greater progress toward the shared vision.

ARTICLE III – STRUCTURE

1. OCFSN is a voluntary association of organizations committed to the vision above. OCFSN is not a stand-alone non-profit organization. As a body, OCFSN will secure a fiscal sponsor to allow receipt and administration of charitable donations for general support of the network. OCFSN also anticipates that members of Working Groups and Backbone Organizations (*See below for further definition*) may independently seek funding for specific OCFSN sponsored activities, and that one or more member organizations may serve as a fiscal sponsor for those requests.
2. OCFSN is comprised of:
 - a) A **Leadership Team** that provides guidance and oversight for OCFSN activities;
 - b) **Content Working Groups** focused on collaborative initiatives to address priority issues;
 - c) **Process Working Groups** focused on key functions of OCFSN;
 - d) **Backbone Organizations** focused on building capacity for OCFSN and members;
 - e) A **Network Coordinator** who provides administrative and logistical support.

3. Leadership Team responsibilities include:

- a) Engage the membership to ensure OCFSN has a broadly supported vision, mission, and multi-year strategic plan, and annual work plans and budgets.
- b) Ensure OCFSN has needed resources to meet plan goals.
- c) Oversee engagement of organizations providing “backbone” support.
- d) Designate a member of the leadership team to serve as Point of Contact to oversee the work of the Network Coordinator.
- e) Review and approve contracts entered into on behalf of OCFSN by the appropriate Fiscal Sponsor(s)

Make-up: The Leadership Team shall have no fewer than 7 and no more than 11 members. Presence of the majority of members and/or assigned proxy shall be considered a quorum.

Two seats on the Leadership Team will be reserved for representatives of identified “Backbone Organizations.” (*See below for further definition.*)

All additional seats on the Leadership Team will be elected from the general membership.

Only designated representatives of active OCFSN member organizations are eligible to serve on the Leadership Team. (*See “Membership” below for further explanation.*)

Elections: A call for Leadership Team nominations to fill open positions will be made to members annually in November or whenever the Leadership Team has fewer than 7 seats filled.

Interested parties will have at least two weeks to submit a nomination/application. Information on the slate of candidates will be circulated to all members. Members will have at least 2 weeks to review materials and submit their votes.

When voting, Members will be asked to consider:

- Equity and representation from low-income, minority, and other underserved communities in Oregon,
- Geographic diversity and a balance of representation from urban and rural communities and all regions of the state.
- A broad understanding of food systems issues and special expertise in one or more areas of food systems development, including but not limited to:
 - Food Security
 - Education
 - Nutrition and Health
 - Farming and Food Production
 - Land Use, Farm Land Preservation, and Sustainable Practices
 - Local/Regional Food Infrastructure, Value-Chain Development, and Marketing
 - Food System Research, Design, and Evaluation

Individuals elected to the Leadership Team will be eligible to serve no more than three (3) 2- year terms. They must stand for election by the general membership for each subsequent term.

Compensation: There is currently no compensation available through OCFSN for service on the Leadership Team. However, if funding is available, travel expenses and other direct costs associated with participation may be reimbursed.

Conflict of Interest: All members of the Leadership Team will be required to disclose any real or potential conflicts of interest at the beginning of each term and as items come before the group for discussion or vote. Members of the Leadership Team will recuse themselves from any vote in which they, their family or friends, their organization or other community partners might have a conflicting interest. The minutes of the meeting must reflect any conflict of interest disclosures.

Meeting Schedule: The Leadership Team will meet or hold calls at least every other month. Minutes of all meetings and calls will be kept and made accessible to members.

Selection of Officers: The Leadership Team shall annually, in December, elect a chairperson, vice chair, secretary and treasurer to serve the following year from January to December or until replaced. Elections to fill mid-year vacancies will be held as necessary.

The duties of the chair are as follows:

- a. Convene and chair the Leadership Team meetings/calls.
- b. Participate in setting agendas and planning for other OCFSN meetings and events.
- c. Preside at OCFSN meetings.
- d. Act as an official spokesperson for OCFSN.
- e. Review and approve contracts entered into on behalf of OCFSN.
- f. Act as the Point of Contact for the Network Coordinator, unless the Leadership Team designates another member to serve this function.

The duties of the vice chair are as follows:

- a. In the absence or incapacity of the chair to act, perform the duties of that office.
- b. Coordinate with and assist the chair in carrying out the necessary duties of office.

The duties of the secretary are as follows:

- a. Ensure that minutes of meetings/calls are kept and posted for members.
- b. Manage nomination and election processes to ensure that Leadership Team and officer positions are filled.

The duties of the treasurer are as follows:

- a. Engage with OCFSN's fiscal sponsor to ensure that financial reports are complete and accurate, and comply with legal requirements and obligations to donors.

Process: As a general rule, the Leadership Team will seek consensus on all matters. However, a two-thirds majority vote of those members present or represented by proxy will be sufficient to approve actions referred for vote.

Abandonment of Office: In the event that a member of the Leadership Team misses two consecutive meetings or calls without advance notice provided to the chair, this shall be considered abandonment of office. A call for nominations and elections will be held as necessary to fill Leadership team and officer positions.

4. **Working Groups:** OCFSN will have two types of ad hoc working groups, Process Working Groups and Content Working Groups, which will vary in number and focus over time. A review and evaluation of all working groups will be conducted annually to help determine whether groups should be continued or dissolved.

Process Working Groups will focus on the needs and function of the Network, including:

- Member recruitment
- Public relations and advocacy
- Fundraising
- Evaluation and reporting

Content Working Groups will focus on specific issue areas identified by the Network as priorities for focused collective work.

Meeting Schedule: Working groups shall hold at least quarterly meetings or calls. Minutes of all meetings and calls will be kept and made accessible to members.

Direct Support by OCFSN: OCFSN will provide coordination, administrative support, and other benefits to working groups, including:

- Support by the Network Coordinator to schedule, manage logistics, and prepare minutes for calls and meetings.
- Use of OCFSN resources for communications, including a website, e-mail list, newsletter, conference calling and webinar services, and PR support.
- Ability to apply to the Leadership Team for small grants to cover travel and other (non-salary) costs for in-person meetings.
- Time on the agenda at OCFSN annual meetings for presentations, workshops, or trainings - with support for travel and other (non-salary) costs.
- Ability to identify, seek funding, and receive letters of support as an OCFSN endorsed project.
- Opportunities for support with grant research and grant writing.

Formation of New Working Groups: The Leadership Team or the general membership may call for formation or dissolution of Process Working Groups as needed or appropriate. There is no limit on the number of process working groups, but each must have at least 4 active OCFSN members.

Members may also self-organize to propose a Process Working Group at any time by submitting an application and list of participating organizations to the Leadership Team.

The general membership shall have the opportunity to propose formation of Content Working Groups at least annually, and to propose dissolution as needed or appropriate. Members may also self-organize to propose a Content Working Group at any time by submitting an application and list of participating organizations to the Leadership Team.

Within three months, at a regularly scheduled call or meeting, the Leadership Team will review and approve, deny, or ask for additional information about the proposal.

Criteria for evaluation of proposals will include clear service to community food systems goals, number of OCFSN members participating, network capacity and budget restraints, clarity of proposal, degree of overlap with existing work groups.

There is no limit on the number of content working groups, but each must have at least 4 active OCFSN members.

For purpose of meeting the threshold, working groups may include designated (voting) representatives of member organizations as well as other non-voting representatives – including both staff and board members.

At their discretion, members of an established working group may also invite participation from other community representatives or outside experts.

5. **Backbone Organizations** will support the understanding and engagement of OCFSN members in a Collective Impact approach to meeting food systems goals. They will build the knowledge base and capacity of OCFSN and of member organizations. They will also support development of a network level assessment framework, collection and evaluation of data, and reporting.

Organizations will be formally recognized as “Backbones” by the Leadership Team through approval of a memorandum of agreement specifying the role and expectations of the Backbone. Some support may be provided by “Backbones” free of charge under their existing mandates. “Backbones” may also be provisionally committed, subject to formal contracts and compensation by OCFSN to provide specific services as needs are identified and resources become available.

6. **Network Coordinator** responsibilities will include:
 - Encourage and support on-going involvement of OCFSN members/partners.
 - Facilitate OCFSN activities, project development, and fundraising.
 - Coordinate internal communications and recordkeeping;
 - Support shared evaluation with data collection, analysis, and reporting.
 - Support communication of OCFSN goals and achievements to stakeholders.

The Network Coordinator may be an independent contractor or an employee (for administrative purposes) of a Backbone Organization or other OCFSN member organization.

ARTICLE IV – MEMBERSHIP

1. **Membership is open to all organizations committed to the vision**, including:
 - Community-based or grassroots non-profit organizations with farm/food focused projects/programs.
 - Statewide or regional organizations with local farm/food focused service programs.
 - Statewide or regional organizations working to address farm/food issues at a systems level, as well as national organizations with a staff presence in Oregon.
 - Local and state governmental organizations involved in food system planning and development efforts.

2. **Terms for membership of businesses shall be developed and approved by the Leadership Team.**
3. **Values and Participation:** OCFSN is committed to including diverse communities, expertise, and perspectives. Economic, cultural, and geographic diversity are important. Efforts will be made to make meetings and communication accessible to members across the state, by utilizing various tools such as webinars and conference calling.
4. **Requirements of Members include:**
 - Complete an application form documenting commitment to the OCFSN vision and active engagement to address food system challenges.
 - Assign one or more staff members to participate in one or more OCFSN process or content working groups. Participate in at least 75% of scheduled meetings/calls.
 - Collaborate to seek resources to support the activities of process and content working groups with which the organization is involved.
 - Participate in OCFSN trainings and provide data for Collective Impact evaluation.
5. **Approval of New Members:** Organizations interested in becoming members of OCFSN will submit an application for initial review by the Leadership Team and formal confirmation by the full membership. Applications will be accepted on a rolling basis. Leadership Team reviews will be conducted on at least a quarterly basis, after which applicants may be invited to participate informally in OCFSN work groups and events. Formal confirmation will occur at OCFSN annual meetings, after which approved organizations will be listed as members.

The primary criterion for evaluation of applications will be demonstrated commitment and service to community food systems goals.

6. **Voting Rights: Business affiliate members will not have voting rights. All other OCFSN Members** will be asked to vote to confirm new members, elect members of the Leadership Team, and occasionally to decide other matters of policy and governance. Each OCFSN Member organization will have one vote and will designate one staff or board person as its representative holding that vote.

In January of each year, Members will be asked to confirm their on-going involvement with OCFSN and name their representative for the year. If the designated representative is not able to participate in a meeting or call, another representative may be given proxy if advance notice is provided. The proxy must be designated in writing for each action item to the Chair of the Leadership Team in advance of the meeting or call.

A quorum of OCFSN members shall be two-thirds (66% plus one). Generally, OCFSN members will seek consensus. However, a simple majority vote of a quorum of members present or represented by proxy will be sufficient to approve any action referred for vote.

Voting may be conducted in person, by phone or by email ballot.

7. **Meetings:** OCFSN will hold a meeting of all Network members at least annually and, in addition, will hold smaller regional meetings and webinars (as capacity and funding allow). OCFSN will endeavor to cover travel and other non-salary associated expenses for meetings to facilitate equitable participation. Meetings will support goals including:
- Provide networking opportunities
 - Facilitate information and resource sharing
 - Provide training opportunities
 - Facilitate collaboration to address food systems challenges
 - Set state level goals and means for evaluation

ARTICLE V – FINANCIAL OBLIGATIONS

1. **Member Dues:** There are no dues for non-profit members of OCFSN.
2. **Grant Funding:** OCFSN may apply, through a fiscal sponsor, for foundation and government grants and other donations to support network activities. OCFSN will not reference individual members without specific written authorization. OCFSN will endeavor to maintain open communication and transparency with members about fundraising efforts to ensure there are no conflicts of interest and that funders are clear how OCFSN and member activities relate.
3. **Contracting:** OCFSN may contract, through a fiscal sponsor, one or more member organizations or other contractors to provide services for the network and/or for one or more working groups. These contracts will be subject to the following provisions:
 - a. A request for proposals and scope of work crafted by the Leadership Team will be issued to the full membership or, at the discretion of the Leadership Team, to potential contractors outside of the membership of the Network.
 - b. Members or other potential contractors will have at least two weeks to submit a proposal.
 - c. The Leadership Team will review all proposals, select a provider, and negotiate a final contract subject to provisions for conflict of interest and rules for decision-making defined above.

ARTICLE VI – BYLAW AMENDMENTS

OCFSN members shall have the authority to make, alter, amend, or repeal the bylaws of this organization, except as prohibited by law, by a majority vote of a quorum of members present or represented by proxy.

OCFSN members may formally submit a request to change the OCFSN by-laws to the Leadership Team at any time.

Once a request to change the by-laws has been submitted, the proposal will be shared with all members and a vote taken within a month, with the decision confirmed within two weeks.

ARTICLE VII – FISCAL YEAR

The fiscal year of OCFSN shall be the calendar year from January 1 to December 31.