

BYLAWS FOR THE OREGON COMMUNITY FOOD SYSTEMS NETWORK

ARTICLE I – NAME AND PURPOSE

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

OCFSN is a public benefit corporation organized exclusively for charitable and education purposes consistent with section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – VISION, MISSION AND EQUITY STATEMENT

OCFSN is a collaborative initiative dedicated to a common vision, mission, and equity statement:

1. **Vision Statement:** All Oregonians thrive with healthy affordable foods from an environmentally and economically resilient regional food system.
2. **Mission Statement:** The Oregon Community Food Systems Network brings people and organizations together to broaden understanding of issues, build relationships and trust, develop common purpose, and create collective capacity to realize our shared vision.
3. **Equity Statement:** OCFSN acknowledges that our food system is built and maintained on a foundation of oppression and systemic racism affecting Native peoples, people of color, and immigrants. Through a coordinated statewide network, we address historic and systemic inequality in land ownership, food access, and labor by prioritizing the allocation of resources, decision making and power to historically excluded communities. We aim to hold ourselves accountable by building relationships, seeking inclusive participation, and practicing transparency.

ARTICLE III – ORGANIZATIONAL STRUCTURE

OCFSN is made up of organizations that endorse the stated vision, mission and equity statement, and that volunteer time to participate as Members in related events, trainings and activities.

Members form collaborative Working Groups to build capacity and advance the vision through joint projects and programs.

A Leadership Team elected by the Members guides network-level planning and programming.

A Board of Directors elected by the Leadership Team has legal and fiscal responsibility for OCFSN.

ARTICLE IV – MEMBERS

Section 1. Eligibility:

Membership in OCFSN is open to organizations, including:

- Community-based farm and food focused non-profits and grassroots groups.
- Regional or statewide social-purpose organizations working on farm and food issues.
- Governmental entities involved in Oregon food system planning and development.
- National organizations with a staff presence and farm/food programming in Oregon.

Terms for Business Affiliate Members may also be developed and approved by the Leadership Team to enable participation by for-profit entities. Business Affiliate Members will not have voting rights.

Section 2. Expectations of Members:

The expectations of members include:

- Complete an application form documenting their commitment to the OCFSN vision, mission, and equity statement, and describing their efforts to promote positive food system change.
- Reconfirm participation annually and designate a representative to hold the organization's vote on OCFSN matters. Participate in 100% of votes called.
- Assign one or more representatives to participate in OCFSN Working Groups. Participate in at least 75% of scheduled meetings/calls and read all meeting/call minutes.
- Collaborate to seek resources for the priorities their Working Groups set.
- Participate in OCFSN trainings and events.
- Provide data to support OCFSN led research and evaluation.
- Provide input on regional and state level food systems needs and priorities.

Section 3. 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 a vote of the existing Members. 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 Working Groups and events. Formal confirmation will occur once a year, in the first quarter, 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.

Section 5. Voting Rights:

OCFSN Members will be asked to vote to confirm new members, elect members of the Leadership Team, and to decide other matters of priority, policy and governance referred by the Leadership Team or the Board of Directors. Each OCFSN Member organization will have one vote and will designate one representative to hold that vote. At the beginning of each year, Members will be asked to reconfirm their continuing involvement with OCFSN and name their representative. The representative can be changed at will with written notice to the Chair of the Leadership Team. If the designated representative is unable to participate in a meeting or call where a vote is scheduled, they may provide a written proxy at least one day in advance to the Chair of the Leadership Team for listed action items.

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 with the results recorded in the minutes of the next Leadership Team meeting.

Section 6. Member Dues:

The Leadership Team may establish a schedule of voluntary annual member dues to support the organization and fund programs delivering benefit to the members. No organization shall be precluded from becoming an OCFSN member or participating in OCFSN activities for non-payment of dues.

Section 7. Meetings:

OCFSN will hold an in-person or virtual 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. Members will be given notice of date and location for the annual meeting 3 months in advance.

Section 8. Removal of Members:

Members may voluntarily withdraw from OCFSN by submitting written notice to the Chair of the Leadership Team. The Leadership Team may also vote to delist members who do not meet the expectations above.

ARTICLE V – MEMBER WORKING GROUPS

Section 1. Working Groups:

Member organizations can form Working Groups to advance the vision and mission, and build the capacity of OCFSN and participating organizations. The number, composition and focus of these groups will vary over time. The Leadership Team will engage with Working Group members to annually review and evaluate progress to help determine whether those groups should be continued or dissolved.

Process Working Groups will focus on support for OCFSN’s organizational development and goals, or on shared needs of member organizations for organizational development or capacity building. Process Working Groups may include such concerns as: Diversity, Equity and Inclusion (DEI), Public Relations and Advocacy, Fundraising, or Evaluation and Reporting

Content Working Groups will focus on issues identified by OCFSN members as priorities for collective planning and action. Content Working Groups may include such concerns as: Access to Land, Beginning Farmer/Rancher Resources, SNAP-Match Incentives, or Veggie Rx Programs.

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 OCFSN member organizations.

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

- Staff support to schedule, manage logistics, and prepare minutes for calls and meetings.
- Use of OCFSN resources for communications (website, e-mail lists, newsletter, etc.)
- Small grants by the Leadership Team to cover travel, meeting and other non-salary costs.
- Time on the agenda at OCFSN annual meetings for presentations, workshops, or trainings, with support for travel and other non-salary costs.
- Staff support for grant research and grant writing for collaborative projects.
- OCFSN letters of support for funding applications for collaborative projects.
- Fiscal sponsorship for collaborative projects.

Section 2. Formation and Dissolution of Working Groups:

There is no limit on the number of Working Groups, but each must have at least 4 active OCFSN members. Members may self-organize to propose a Working Group at any time by submitting an application and list of interested participants to the Leadership Team. As needed, the Leadership Team may also propose the formation of Working Groups and invite member participation.

The Leadership Team will review and approve, deny, or respond with a request for additional information about the Working Group proposal at a regularly scheduled call or meeting within three months. Criteria for evaluation of proposals will include clarity of proposal, service to community food systems goals, number of OCFSN members participating, degree of overlap with existing work groups, and network administrative capacity and budget restraints.

Working groups may include the designated (voting) contacts of member organizations as well as other

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

The status of Working Groups will be assessed annually. Working groups can be dissolved at will by the participants, or at the request of the Leadership Team if fewer than 4 OCFSN members are participating.

ARTICLE VI - THE LEADERSHIP TEAM

The Leadership Team is a standing committee of OCFSN. The purpose of the Leadership Team is to represent the interests of Members, to establish and guide plans, programs and activities to achieve the mission and vision, and to ensure accountability to the equity statement of OCFSN.

Section 1. Leadership Team Responsibilities:

The Leadership Team is responsible for OCFSN programming and oversight of operations, including:

- a) Recruiting, welcoming and orienting new members to OCFSN.
- b) Engaging Members to develop and affirm support for the vision, mission, and strategic plans.
- c) Creating annual work plans and budgets.
- d) Ensuring OCFSN has needed resources to achieve its goals.
- e) Providing direct oversight of any staff or contractors.
- f) Electing members of the Board of Directors.

Section 2. Authority:

The Leadership Team has broad powers and decision-making authority, subject to the Board's oversight and duty to ensure the organization is serving charitable and education purposes consistent with section 501(c)(3) of the Internal Revenue Code, meets all legal requirements and the stipulations of donors, operates in a fiscally responsible manner, and follows its own established internal policies and procedures.

ARTICLE VII – STRUCTURE OF THE LEADERSHIP TEAM

Section 1. Make-up:

The Leadership Team shall have no fewer than 9 and no more than 13 members.

Section 2. Qualifications and Terms:

Qualifications: Any representative of an OCFSN Member organization, approved to serve by that organization, is eligible to serve on the Leadership Team. Eligibility is open to staff members, board members, or key volunteers.

Elections: A call for Leadership Team nominations to fill open positions will be made to members annually in or before the fourth quarter of the year or whenever the Leadership Team has fewer than 9 seats filled. Interested parties will have at least two weeks to submit a nomination.

Information on the slate of candidates will be circulated to the designated contacts of all OCFSN member organizations, who will have at least 2 weeks to review materials and submit their votes. When voting, contacts will be asked to consider:

- Equity and representation from low-income, minority, and other underserved communities,
- Geographic diversity and a balance of representation from urban and rural communities and all regions of the state.
- Demonstrated understanding of food systems issues with special expertise in one or more areas of food systems development, including but not limited to:

- o Food Security, Nutrition and Health
- o Equity, Food Justice/Sovereignty, and Farm/Food System Worker Rights and Wellbeing
- o Food Production/Harvest and Related Business Development
- o Land Use, Farmland Preservation, Sustainable Practices, and Environmental Protection
- o Local/Regional Food Infrastructure, Value-Chain Development, and Marketing
- o Food System Research, Design, and Evaluation

Terms: Individuals elected to the Leadership Team will be eligible to serve no more than two consecutive 3-year terms. They must stand for election by the Members each term.

Resignation: Any Leadership Team member may resign at will with a letter to the Chair.

Leave of Absence: Leadership Team members may request a leave of absence for a fixed period due to personal or professional reasons. The Leadership Team may approve the leave of absence, ask for a proxy from the same organization, or ask for a resignation.

Removal: Leadership Team members may be removed by the Chair for excessive absences (missing more than two meetings in a year without notice and approval). The individual shall be given a reasonable opportunity to appear and speak on their behalf before removal is confirmed by a vote of the Leadership Team. A Leadership Team member may also be removed at any point a two-thirds majority of the Leadership Team members vote that is in the best interests of OCFSN.

Separation: If a Leadership Team member becomes separated from and is no longer affiliated with the OCFSN Member organization that approved them to represent it, they may continue to serve on the Leadership Team in an advisory capacity as an individual until the next regularly scheduled Leadership Team election. The Member organization in question must agree in writing or the individual must resign. Individuals continuing in this advisory capacity may participate in discussions, but will no longer be eligible to vote as a Leadership Team member.

ARTICLE VIII – LEADERSHIP TEAM OFFICERS AND COMMITTEES

Section 1. Officers: The Leadership Team shall annually elect a Chair and a Vice Chair in the first meeting after January 1. 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 the official spokesperson for OCFSN.
- e. Act as the point of contact for staff and contractors, 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.
- c. Ensure that minutes of meetings/calls are kept and posted for members.
- d. Oversee nomination and election processes to ensure that Leadership Team, Board of Director, and officer positions are filled.

Section 2: Executive Committee: Leadership Team Officers shall serve with Board Officers on the Executive Committee for the OCFSN.

Section 3: Other Standing and Ad Hoc Committees: The Leadership Team may form and dissolve other standing and ad hoc committees as needed to accomplish the goals of the organization.

ARTICLE IX – LEADERSHIP TEAM MEETINGS AND VOTING

Section 1. Meetings: The Leadership Team will meet or hold calls at least every other month. Special meetings may be called by the Chair or any three (3) Leadership Team members. Notice of each meeting shall be given to each Leadership Team member not less than ten days before the meeting.

Section 2. Quorum: A majority of the seated Leadership Team members shall constitute a quorum.

Section 3. Motions & Voting: 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.

Section 4. Proxy: Proxy votes shall be permitted for all Leadership Team business. Proxy authorization shall be conveyed in writing to the Chair prior to the meeting. Action may be taken outside of meetings if such action is passed by unanimous vote through a telephone or email poll and documented in the official minutes of the next meeting.

ARTICLE X – BOARD OF DIRECTORS

The Board of Directors shall ensure that OCFSN is serving charitable and education purposes consistent with section 501(c)(3) of the Internal Revenue Code, meets all legal requirements and the stipulations of donors, operates in a fiscally responsible manner, and follows its own established internal policies and procedures.

Section 1. Make-up:

The Board of Directors shall consist of no fewer than 5 and no more than 7 members.

Section 2. Qualifications:

A minimum of three (3) Board seats must be filled by elected Leadership Team representatives. Additional Board seats may be filled through nominations of representatives of OCFSN member organizations, approved by those organizations, or nominations of other individuals with community or issue representation, or legal, accounting, public relations, or other skills and experience deemed beneficial to achieving the OCFSN vision, mission and equity statement.

Section 3. Elections:

Board Members shall be elected by the OCFSN Leadership Team. Elections to appoint, reconfirm or replace Board Members shall be held no less than once per year, preferably at the last OCFSN Leadership Team meeting of each year. Additional elections may be called with the agreement of a majority of the OCFSN Leadership Team as necessary.

Section 3. Nominations:

Candidates to serve on the Board may be nominated by leadership team members or the designated representatives of an OCFSN Member organization. A call for Board nominations to fill open positions will be made to members annually in the fourth quarter of the year or whenever the Board has fewer than

3 seats filled.

Interested parties will have at least two weeks to submit a nomination or application.

Information on the slate of candidates will be circulated to all Leadership Team members, who will have at least 2 weeks to review materials and submit their votes.

Section 4. Terms, Resignation and Removal:

Board Members are elected for a three-year term, and may serve only two (2) consecutive terms. Board members must be approved separately for each term.

Any Board Member may resign by filing a written resignation with the Board President.

Any Board Member may be removed by a two-thirds majority vote of the Leadership Team.

ARTICLE XI – BOARD OFFICERS

Section 1: The officers of the Board shall be: President, Secretary and Treasurer. All officers will be elected by the Board of Directors during the first Board meeting after January 1 each year. Terms of each office shall be one year.

Section 2: Duties of Officers

A. **President:**

- Call and preside at Board meetings
- Preside at Executive Committee meetings
- Establish and lead the Board in processes to ensure OCFSN is meeting legal requirements and the obligations of donors, operating in a fiscally responsible manner, and following its own established internal policies and procedures.

C. **Secretary:**

- Preside in the absence of the President.
- Ensure records of board actions are kept, including overseeing the taking of minutes at all board meetings, assuring that corporate records are maintained and reporting requirements are met.

D. **Treasurer:**

- Work with staff and the Leadership Team to assist in the preparation of the annual budget.
- Ensure the accuracy of monthly and annual financial reports.
- Make financial information available to the Board, the Leadership Team and the public.

ARTICLE XII – BOARD MEETINGS AND VOTING

Section 1: The Board of Directors shall hold meetings at least twice per year with the dates, times, locations and agendas set by the President. Minutes shall be taken and made available to representatives of all OCFSN member organizations. A majority of the seated Board members shall constitute a quorum, unless there are only three Board members in case which all must be present.

Special meetings may be called by the President, by the Executive Committee or by any three Board or Leadership Team members with at least seven working days written notice given to the full Board.

Section 2: Proxy votes shall be permitted for all Board business other than amendment of the Bylaws. Proxy authorization shall be conveyed in writing (can be email or text message) to the Board President prior to the meeting.

Section 3: As a general rule, the Board 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. Action may be taken outside a meeting if such action is passed by unanimous vote through a telephone, email or text poll and documented in the official minutes of the next meeting.

ARTICLE XIII – THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of the two Leadership Team officers and the three Board officers. In the event that there is overlap in positions, additional members of the Leadership Team shall be elected by their peers to serve on the Executive Committee. The Committee shall conduct any necessary organizational business between regularly scheduled Leadership Team and Board meetings as needed. The committee is responsible for the orientation of new Leadership Team and Board members. The Committee is also responsible for approving the annual budget.

ARTICLE XIV – AD HOC COMMITTEES

Ad Hoc committees may be formed as needed by the Leadership Team or Board of Directors.

ARTICLE XV – MINUTES AND TRANSPARENCY

Minutes of all OCFSN meetings and calls will be kept and made accessible to OCFSN Members. Records of meetings, financial reports and other documents will be kept for a minimum of 7 years.

ARTICLE XVI – COMPENSATION AND CONFLICT OF INTEREST

Section 1. Compensation: If funding is available, travel expenses and other direct (non-salary) costs associated with participation in the Leadership Team and Board of Directors may be reimbursed.

If funding is available, the Board may also approve payment of a modest annual honorarium (<\$2,000) to Leadership Team members in recognition of volunteer hours committed and to address cost as a barrier to representatives from smaller organizations, rural communities or lower income communities. Such honoraria shall be offered equally to all Leadership Team members, will be payable to their organization, and may be voluntarily declined by that organization.

Section 2. Disclosure: All members of the Leadership Team and the Board of Directors are required to disclose any real or potential conflicts of interest at the beginning of each term and as items come up for discussion or vote. The minutes of the meeting must reflect any conflict of interest disclosures.

ARTICLE XVII – INDEMNITY

The private property of the members of the Leadership Team and Board of Directors shall not be subject to the payment of OCFSN debts or liabilities. OCFSN shall defend and indemnify any liability asserted or established against a Board member for good faith acts or omissions occurring in the scope of said Board member's duties to OCFSN.

ARTICLE XVIII – REPRESENTATION

OCFSN shall annually assess and report on the diversity of representation among Member organizations, the Leadership Team, and the Board of Directors. The framework for that assessment will be approved by the Leadership Team, and may include the size, geographic scope, priority issues, and service audiences

of Member organizations, and demographic information for individuals participating in OCFSN.

ARTICLE XIX – BYLAW AMENDMENTS

Any designated contact of an OCFSN member organization, as described in the OCFSN Governance document, may submit a formal request to change the OCFSN by-laws to the Chair of the Leadership Team or the President of the Board at any time.

Once a request to change the by-laws has been submitted, the proposal will be shared with all Board and Leadership Team members and a vote taken within three months. The change must be approved separately by a two-thirds majority of the Board and a two-thirds majority of the Leadership Team. The decision will be confirmed to all OCFSN member organizations within two weeks of the votes.

ARTICLE XX – DISSOLUTION

The organization may be dissolved by a motion of the Board of Directors made in a meeting called for that express purpose and with a subsequent vote of approval by a two-thirds majority of the OCFSN member organizations.

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions made.

Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

CERTIFICATION

I, _____, the President of the OREGON COMMUNITY FOOD SYSTEMS NETWORK certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Board of Directors on this date: _____.

President