

Bylaws of The Western Maryland Food Council

Article I. Name

The name of the organization shall be Western Maryland Food Council, hereinafter referred to as the Council.

Article II. Mission, Purpose and Goals

Section 1: Mission

The mission of the Council is to bring together diverse stakeholders to integrate the aspects of the food system to sustain and enhance the environmental, economic, social and nutritional health of Western Maryland.

Section 2: Purpose and Goals

The Council works to support all Western Maryland residents and increase access to quality food, address hunger and food insecurity, connect sectors of the food system, influence policy and decision making, and promote an environmentally friendly and socially just food system. To accomplish this, the Council will work to achieve the following goals:

- A. Increase local food production and active growers.
- B. Develop markets and distribution channels to increase access to local food.
- C. Provide a clearinghouse for objective, comprehensive information and serve as a platform for collaborative, coordinated action.
- D. Address food policy and help inform food policy via regional and statewide networks.
- E. Address hunger and help improve food security and affordability.
- F. Promote sustainable agriculture and permaculture.
- G. Increase positive agricultural and environmental impacts by educating food producers and promoting stewardship and conservation of land, water, and natural resources.
- H. Promote civic engagement and ethics in the food system.
- I. Increase education and awareness of western Maryland residents regarding the benefits of locally produced fresh foods.

These purposes and goals will be revised as needed by agreement of the Council.

Article III. Duties & Responsibilities of Council

Section 1: Recommendations of the Council

Recommendations of the Council shall include benchmarks and criteria for measuring progress towards achieving each goal. The Council shall establish and approve an Annual Plan of Work at the Annual Meeting. In developing its recommendations, the Council shall solicit public input

through public hearings or informational sessions. The Council shall review progress made on each of its recommendations based upon the benchmarks and criteria developed.

Section 2: Reporting to Partnering Organizations

The food council will be responsible for communicating accomplishments to partnering organizations.

Article IV. Membership

Section 1: Appointment

All Council members shall be approved and appointed by majority vote of the council. Upon appointment, all Council members shall serve a term of three (3) years, and may be re-appointed to three (3) consecutive terms (must sit out at least one year after the third consecutive term). Members shall be appointed the first year in a “staggered” manner - one third for a one-year term, one third for a two-year term, and one third for a three-year term.

The Council shall consist of between 9 and 21 members with a maximum of 7 members from each county and a minimum of two representatives from each county. A minimum of three-quarters of the members shall reside or work in Western MD (Washington, Allegany, or Garrett County). Members shall have expertise in relevant fields, and to the extent possible, represent the diversity of the community aspects such as culture, gender, age, and geography. Agencies representing key sectors will be contacted to provide members including farmers and growers, health, economic development, University of Maryland Extension, Maryland Farm Bureau, Farmers Market Boards, public school systems, food banks and food assistance agencies, and environmental groups.

Section 2: Council Member Selection

The Council shall establish a nominating committee to recruit and recommend candidates to the council.

Section 3: Statement of Nondiscrimination

Western Maryland Food Council programs, activities, and membership are available to all without regard to race, color, sex, gender identity or expression, sexual orientation, marital status, age, national origin, political affiliation, physical or mental disability, religion, protected veteran status, genetic information, personal appearance, or any other legally protected class.

Section 4: Resignation

Members must communicate their intention to resign by written notice to the Council.

Section 5: Rights & Responsibilities

Members are expected to participate in the work of the Council. Members' duties are to:

- A. Be present for all meetings. If an appointed member misses three consecutive meetings without prior excused absence, then membership on the Council may be forfeited.
- B. When unable to be physically present for a meeting, a member may participate live via conference call, Skype or other electronic option. Unless determined otherwise by the Executive Committee, members participating electronically do constitute a quorum for voting purposes and Council members may vote remotely via electronic link (phone, web form, email, or video).
- C. Start and end meetings on time
- D. Value each other's opinions, fully participate, actively listen, and use open communication methods.
- E. Help to maintain the direction, purposes and goals, functions, and responsibilities of the Council through participation in subcommittees, Work Groups and deliberations.
- F. Members are expected to be actively engaged with at least one committee or Work Group.

Section 6: Officers and Terms of Office

The Officers shall be elected from the Council membership at the annual meeting. Their terms shall begin at the close of the annual meeting and shall serve until the next annual meeting. An Officer may be removed by a two-thirds vote of the Council with a 30 day notice to the Council that a vote to remove an Officer will take place. The Council may fill any vacancies in offices by ballot vote for the remainder of a term. Officers may be reelected to unlimited terms.

The following officers shall be elected: Chair, Vice Chair, Secretary and Treasurer. Each of these officers will be responsible for the typical duties of the given office.

Article V. Structure: Director, Committees, Working Groups and Task Forces

Section 1: Council Director

The Council may hire or appoint an individual to serve as the Director of the Western Maryland Food Council. The Director will carry out the day to day operation of the Council which may include but not be limited to communications with council members, preparation of the Annual Plan of Work, oversight of any employees, workgroups and or committees established by the Council, applying for funding on behalf of the Council. The work of the Director will be directed by the Council and the Annual Plan of Work. The Director will be reappointed on an annual basis at the annual meeting of the Council. The Director may be dismissed by a two-thirds majority vote of the Council meetings of any properly call meeting of the Council.

Section 2: Executive Committee

The Executive Committee will consist of the officers of the Council and the Director. The Executive Committee will establish the agenda for meetings and organize the meetings. The executive committee can make decisions on behalf of the Council if deemed necessary by the

Chair. Any decision made by the Executive Committee must be approved by a majority of the Executive Committee members.

Section 3: Work Groups and Task Forces

Each county will develop Work Groups to address the four priority areas of Food Economy, Food Access and Security, Food Education and Committees and Environmental Impacts. County workgroups will provide a report at the annual meetings of the Council. Workgroups may consist of Council members and others who are engaged in the given priority area. Workgroups can plan and conduct activities that are approved in the Council's yearly plan or approved as a special project by the Council.

Task Forces and Committees will function as ad hoc committees formed for special projects and short-term functions. These task forces and committees will be established by the Council.

Section 3: Project Proposal

All recommendations and project proposals from Work Groups, Committees or Task Forces are subject to approval by the Council. Work Groups, Committees and Task Forces must complete the Action Planning sheet found in Appendix A for all project proposals. Project proposals should be submitted one week prior to meetings as to be included in the meeting agenda. Project proposals may be presented at meetings of the Council or may be submitted electronically to the Executive Committee. A workgroup project may be approved by an electronic vote of a majority of the Council members.

Article VI. Meetings

Section 1: Regular Meetings

The Council will meet, at a minimum, two times per year. An Annual Meeting shall be scheduled within the first half of the year. A schedule for regular meetings stating the dates and times shall be adopted at the first annual meeting of the calendar year. Regular meetings shall be open to the public, including committees, subcommittees and Work Groups, except for portions where confidential matters are discussed in Executive Session. Public comment and discussion will be at the discretion of the chair. Draft minutes of each meeting will be sent to all Council Members within one week of the meeting. Minutes will be approved at the next regularly scheduled meeting.

Section 2: Emergency/Special meetings

Emergency or special meetings may be called by the Chairperson or a group of at least six members of the Council, with at least one representative from each of the three counties, at any time. If extenuating circumstances exist, members of the Council or its committees or Work Groups may participate in a meeting by means of telephone, video or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Notice of

emergency or special meetings need to include date, time, location and agenda and must be received by Council members at least one week prior to the meeting. Draft minutes of all special meetings will be given to the Council via email within 30 days of the meeting.

In lieu of meetings, approving documents including meeting minutes and project proposals may be accomplished by a quorum of the members of the Council by using email and other means available. The call for vote must be sent to all members and will be closed after a quorum response, but no sooner than two full business days from when the call for vote was sent.

Section 3: Meeting Agenda

A proposed agenda for each Council meeting shall be approved by Executive Committee and made available to all council members at least one week in advance of each meeting. Requests for additions to the proposed meeting agenda can be made to the Chairperson and may be included in the agenda at the discretion of the chair.

Section 4: Quorum

A majority of the Council members shall constitute a quorum for the conduct of the Council business. If a quorum exists to start the meeting, a quorum is deemed to exist until the meeting is adjourned.

Section 7: Conduct of Business

All voting and motions will be noted by voice vote with one vote per member unless a written ballot is called for by the Chair. Voting by proxy is not permitted. Roberts Rules of Order Newly Revised will be used to guide the voting process of the Council.

Article VII. Amendments

These Bylaws may be amended, revised or repealed by a two-thirds vote at any Council meeting provided, however, the text of any amendment, revision or repeal as originally proposed shall be sent to each member at least fifteen days before the meeting at which such action is to take place.