

# Rochester Food Policy Council Bylaws

**Name:** Rochester Food Policy Council

**Mission & Purpose:** The Rochester Food Policy Council (FPC) is a resident-driven collaboration that convenes community members and stakeholders to develop policy solutions, grow partnerships, and support projects that improve the local food system. The Rochester FPC is dedicated to fostering a food system that supports the health of the environment, where every resident has equitable access to high quality foods that support their health and opportunities to participate in a vibrant local food economy. Equity, diversity, and inclusion are central to the FPC. We recognize that food is embedded in the work of dismantling structural racism and historical injustices. At all points in the course of its work, the Rochester FPC will strive to engage the skills and knowledge of our diverse community, including but not limited to members of different race, ethnicity, age, gender identity and expression, sexual orientation, ability, economic and/or food security status, religion, immigration status, and neighborhoods.

The Rochester Food Policy Council pursues its mission by:

- Researching, developing, and recommending policies related to food systems.
- Advising governments and organizations on food-related plans, reports, and programs.
- Engaging the public and building community awareness of food system issues.

## **Membership**

**Number of Members:** The FPC is made up of 13 members, with ten Resident Members selected through a community application process and three Administrative Members representing the organizations who provide staff and operations support to the FPC (see definition of “Administrative Members” below). All Council members are the voting body through which the FPC conducts official business and decision-making. Additional community members are encouraged to participate in the work of the FPC through subcommittees (see discussion of “Subcommittees” below).

**Membership Criteria:** Resident Members will be city residents who reflect the diversity of the Rochester community, including, but not limited to race, ethnicity, age, gender identity and expression, sexual orientation, ability, economic and/or food security status, religion, immigration status, and neighborhoods. If a Resident Member moves out of Rochester, they may still be able to complete their term. The FPC will strive to have members from every quadrant. Lack of professional food system experience should not be a barrier to membership.

**Conflict of Interest Policy:** Resident Members are representing themselves, not an organization such as a church, business, neighborhood, or non-profit. Resident Members will complete a conflict-of-interest form when they join the FPC.

**Term Lengths:** A single term of a Resident Member is 3 years. Upon completion of a first term, all Resident Members will be eligible for reelection by the FPC, but none shall serve more than two terms. If a Resident Member resigns or otherwise vacates a seat before their term is complete, the FPC will elect a new member to fill the vacant seat for the remainder of the term. The inaugural FPC will create a written policy to stagger terms.

**Chair and Vice Chair:** Upon formation, and at the start of every subsequent calendar year, the FPC will elect Resident Members to fill the roles of Chair and Vice Chair. Administrative Members are not eligible to serve as Chair or Vice Chair. The Chair will hold primary responsibility for calling meetings of the FPC, setting meeting agendas, assigning subcommittees, and facilitating meetings. The Vice Chair will support the duties of the Chair and carry out the responsibilities of the Chair when the Chair is absent.

**Administrative Members:** Common Ground Health, Foodlink, and the City of Rochester; will each hold one seat on the FPC. Each organization commits to designate one representative and alternate to serve on the FPC. Administrative Members will collectively provide staff and operational support for the FPC and its subcommittees. They will support FPC administration, research, communication, and fundraising efforts. They will assist the Chair and Vice Chair to ensure that meetings are scheduled, notes are circulated to FPC members, funds and expenses are monitored, and that all other necessary functions are carried out. Administrative Members are equal voting members but are not eligible to serve as Chair or Vice Chair. It is preferable, but not mandatory, that individual Administrative Members are city residents.

**Nomination and Selection:** The FPC will have a formal application process that is open to any city resident to join the FPC. The FPC will establish a recruitment subcommittee to carry out the recruitment and application process and recommend candidates to the full FPC for approval. If the FPC does not achieve consensus, a majority vote is needed to approve a new Resident Member.

**Removal of Resident Members:** Grounds for removing a Resident Member from the FPC may include missing two or more meetings in a 12-month period without notifying the Chair, violating the FPC's Conflict of Interest Policy, or behavior or activities detrimental to the FPC and its mission. A member who misses multiple meetings without notification, or consistently fails to actively participate in meetings, may also be removed if a good faith effort by the Chair to address participation is unsuccessful. The FPC shall seek consensus minus the violating member for removal. If the FPC does not achieve consensus, the removal of a Resident Member will require a 2/3 vote by the full FPC less the member in question.

**Removal of Administrative Members:** The FPC may request that an Administrative Member's organization remove the Administrative Member from the FPC. Grounds for removing an Administrative Member may include all those that apply to Resident Members. The FPC shall seek consensus minus the violating member for a request to remove an Administrative Member. If the FPC does not achieve consensus, requesting the removal of an Administrative Member will require a 2/3 vote by the full FPC less the member in question.

### **Meetings and Procedures**

**Quorum:** A quorum is defined as 10 FPC members.

**Affirmative Vote:** Most decisions will be made by consensus, and while consensus is always the goal, the FPC board may at times call a yes or no vote. A simple majority of the total number of FPC members constitutes an affirmative vote, unless otherwise specified in these bylaws. If necessary business must be completed in a time-sensitive manner and a FPC meeting cannot be scheduled in time, proposals, discussions, and voting may take place via email or phone. For email and phone votes, the Chair or Chair's designee will set a vote deadline and give board members at least 2 days to respond with their vote.

**Meeting Facilitation:** The Chair, or Chair's designee, will have the duties of calling and facilitating meetings. Subcommittee meetings can be called and facilitated by the FPC member who is chairing the subcommittee.

**Meeting Frequency:** The FPC will meet no less than 6 times in a calendar year. The Chair or Chair's designee will schedule additional meetings as needed. Subcommittees will meet on an as needed basis.

**Meeting Notice:** The Chair or Chair's designee will notify FPC board members by phone or email at least 5 days prior to meetings.

**Agenda, Records, and Reports:** Along with meeting notifications, the Chair or Chair's designee will provide a meeting agenda to FPC members. At all FPC meetings, notes will be taken by the Administrative Members and sent to the whole FPC. Each meeting will start with the approval of the previous meeting minutes. The FPC will generate an annual report of activities for publication on its website.

**Subcommittees:** The FPC board will vote to form or dissolve subcommittees to carry out work on specific projects and issues as needed. Subcommittees will include at least one FPC member who acts as the subcommittee chair. The subcommittee chair, or their designee, will schedule subcommittee meetings as needed, create agendas, and disseminate notes. The subcommittee chair, or their designee, will be responsible for communicating the work of the subcommittee to the FPC Board. The subcommittee chair will fill the subcommittee with FPC colleagues and Subcommittee Participants. A Subcommittee Participant may include community members and/or individuals and/or organizational representatives with relevant knowledge and experience. There is no application process or city residency requirement to become a Subcommittee Participant. Subcommittee Participants are not FPC members.

**Amendments to the Bylaws:** If the FPC does not achieve consensus, amendments to the bylaws can be made with a 2/3 vote. Proposed amendments must be provided to all FPC members at least 5 days prior to the vote.