

Rhode Island Food Policy Council Bylaws

Article I: Name and Incorporation

Section 1.1 Corporate Name

The name of this Nonprofit Corporation is Rhode Island Food Policy Council (Corporation or Organization).

Section 1.2 Principal Office

The Rhode Island Food Policy Council is a nonprofit incorporated in the State of Rhode Island.

Article II: Nonprofit Purposes

Section 2.1 IRC Section 501(c)(3) Purposes

This corporation is organized for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2 Specific Objectives and Purposes

Rhode Island Food Policy Council Vision

The Rhode Island Food Policy Council (RIFPC) envisions a day when Rhode Island will be a national model because of the strength of its local food system and its success at achieving community food security and optimal public health.

We envision a Rhode Island where safe, nutritious, and culturally appropriate food is accessible and affordable in every RI community and in which an increasing proportion of the state's food supply is raised, caught and processed locally and in an environmentally sustainable way. .

We envision a Rhode Island in which the local food system is a growing component of the state's economy, a connecting framework for stakeholders across multiple sectors (production, distribution, access, public health, and resource recycling), and a creator of new jobs and industries that contribute to the State's long-term economic viability.

Rhode Island Food Policy Council Mission

The Rhode Island Food Policy Council's work will be coordinated by a statewide collaboration of diverse, committed, and engaged stakeholders from all sectors of the food system. The RIFPC will create partnerships, develop policies, and advocate for improvements to the local food system that increase and expand its capacity, viability, and sustainability.

Section 2.3 Diversity, Equity, and Inclusion

RIFPC is committed to diversity, equity, and inclusion in all aspects of its organization including internal and external decision-making in order to dismantle systemic racism that exists in the food system.

Diversity includes all the ways in which people differ, encompassing the different characteristics that make one individual or group different from another. While diversity is often used in reference to race, ethnicity, and gender, we embrace a broader definition of diversity that also includes age, national origin,

religion, disability, sexual orientation, socioeconomic status, education, marital status, language, and physical appearance. Our definition also includes diversity of thought: ideas, perspectives, and values. We also recognize that individuals affiliate with multiple identities.

Equity is the fair treatment, access, opportunity, and advancement for all people, while at the same time striving to identify and eliminate barriers that have prevented the full participation of some groups. Improving equity involves increasing justice and fairness within the procedures and processes of institutions or systems, as well as in their distribution of resources. Tackling equity issues requires an understanding of the root causes of outcome disparities within our society.

Inclusion is the act of creating environments in which any individual or group can be and feel welcomed, respected, supported, and valued to fully participate. An inclusive and welcoming climate embraces differences and offers respect in words and actions for all people. It's important to note that while an inclusive group is by definition diverse, a diverse group isn't always inclusive. Increasingly, recognition of unconscious or 'implicit bias' helps organizations to be deliberate about addressing issues of inclusivity.

Article III: Members

This organization shall have no voting members. Full supervision, control, and authority of the organization rest solely with the Board and Council as described herein.

Article IV: Board Members

Section 4.1. General Powers

As steward of the public trust, the Board of Directors (hereinafter, collectively "the Board" or individually "Board Members") shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the corporation. The Board shall have the power to govern the affairs and property of the corporation, including but not limited to the financial, legal, and fund development in keeping with policies it establishes that define the Board's scope of authority and limitations.

Section 4.2. Number and tenure of Board Members

The number of Board Members shall consist of at least three (3) members, pursuant to R.I.G.L. § 7-6-23. The current Board shall have no more than nine (9) members. The Board size may increase or decrease by amendment to these bylaws according to the amendment procedures outlined herein.

The term of office is three (3) years and Board Members may serve up to a total of three (3) consecutive full terms. The selection of successors to fill an unexpired term, or for a full term, shall be made in the same manner in which the retiring member were, respectively, selected. A minimum of two (2) Board Members must also serve on the Council. The initial Board Members will serve staggered terms which will be recorded in the corporate record book. The initial Board will be elected by an affirmative vote of the majority of the Council. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 4.3. Nomination

There shall be a Governance Committee of the Board consisting of not less than two (2) nor more than six (6) members. At least one (1) Governance Committee member must also be a member of the Council and one (1) may be a member of the public who is not currently serving on the Board or Council.

The Governance Committee shall submit to the Board at the annual meeting each year, and at other meetings as requested by the Chair of the Board, the names of persons recommended by the committee for election as Board Members.

Section 4.4. Vacancies

Any vacancy occurring in the Board may be filled by the procedure outlined in Section 4.3 and Article VI. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4.5. Resignation

A Director may resign at any time by filing a written resignation with the President of the Board.

Section 4.6. Removal

The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Board Members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail or electronic mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 4.7 Committees.

The Board, by resolution, adopted by a majority of the Board, may designate and appoint one (1) or more committees to advise the Board. If the committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two (2) Board Members.

Section 4.8 Compensation.

Councilors and/or Board Members shall not receive any stated salaries for their services, but by Board resolution, Councilors and/or Board Members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Councilor and/or Director from receiving compensation for services rendered to the Corporation.

Section 4.9 Loans.

No loans shall be made by the Corporation to any of its Councilor and/or Board Members.

Article V: Council

Section 5.1. General Powers

The Council is empowered with establishing the overall policy direction of the organization, including developing and promoting public policy positions, working with the Board to develop and implement the organization's strategic plan, and election of the Board Members and Officers. Council Members must live, work or have strong interest/investment in Rhode Island and shall provide expertise in one or more local food-related issues. Council Members have a duty of care, loyalty, and obedience to the RIFPC and shall not create policies that would conflict with or undermine legal or fiduciary policies as established by the Board.

Section 5.2. Council Operations

The Council has responsibility and authority for establishing its processes and procedures, including managing the leadership and business of its subcommittees and working groups, including but not limited

to nominations, terms, policy decision-making, setting and amending standard operating procedures. Additionally, pursuant to these bylaws, the Council shares authority over the future direction and governance of the RIFPC through their participation in the nomination and election of new Board Members.

Article VI: Meetings, Quorum & Board Action

Section 6.1 Regular Meetings

By resolution, the Board may specify the time and place either within or without Rhode Island for holding regular meetings without other notice than such resolution. Meetings may take place via video or telephone conference.

Section 6.2 Special Meetings.

Special Board meetings may be called by or at the request of the President, the Secretary, or any two (2) Board Members. The person or persons authorized to call special meetings may fix any place either within or without Rhode Island as the place for holding any special Board meeting called by them.

Section 6.3 Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail or electronic mail to each Director at the Director's address shown on the records of the Corporation at least two (2) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) days before the meeting, notice by electronic mail shall be deemed effective when transmitted. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

Section 6.4 Waiver of Notice.

6.4.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or Rhode Island Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

6.4.2 The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.5 Quorum

A majority of the total number of Board Members shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

Section 6.6 Board Action

RIFPC adopts two types of decision-making processes to advance the organizational values of diversity, equity, and inclusion. The "General Action" process will allow standard board business to progress in a streamlined manner. The "Modified Consensus-based Decision Making" will ensure that all stakeholder input and concerns are considered when making critical decisions. Board members have a fiduciary duty to the organization and any decisions made by the Board cannot undermine any legal or ethical responsibility of the Board.

6.6.1 General Action

Define. General Action shall be used for any board action type not itemized in section 6.6.2.

Process. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board Members present when the act is taken shall be the act of the Board Members, unless the act of a greater number is required by law, the Articles of incorporation or these Bylaws.

6.6.2 Modified consensus-based decision making:

Define. Modified consensus-based decision making shall be used for:

- a. Election of New board members
- b. Changing organizational mission
- c. Amending bylaws
- d. Dissolving the organization

Process. Decisions made requiring the modified decision-making process shall only take place during meetings when a majority of the total Board Members are present and at least one of those Board Members is also a Council Member. The affirmative vote of a majority of the current total Board Members shall be the act of the Board.

1. Hear all viewpoints:
 - Hear and address concerns
 - Hear reservations
2. Seek consensus
3. If there is no consensus, take a vote noting:
 - Blocking concerns
 - Stand aside (abstain)
4. Decisions shall be made by simple majority
 - When decisions cannot be made by simple majority, distinguish types of disagreement as either:
 - Can live with it
 - Strong disagreement

Section 6.7 Meeting by Conference Telephone or Video Conference.

Board Members may participate in a meeting by means of conference telephone, video conference or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

Section 6.8 Action by Board without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is approved in writing, either through email communication, text message, or physical paper correspondence. Any such written consent, with copies of the relevant email, text, or physical paper, shall be inserted in the minute book as if it were the minutes of a Board meeting.

Article VII: Indemnification

The organization shall indemnify its Board Members, Council Members, Officers, employees, and volunteers to the fullest extent permitted by the law of the state of Rhode Island.

Article VIII: IRC 501(c)(3) Tax Exemption Provisions

Section 8.1. Limitations on Activities

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any

candidate for public office.

Notwithstanding any other provisions of these bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.2. Prohibition Against Private Inurement

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, Board Members or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 8.3. Distribution of Assets

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article IX: Conflict of Interest and Compensation Approval Policies

Section 9.1. Purpose

The purpose of the conflict of interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2 Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 9.3 Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board Members and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.4 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5 Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.6 Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax Exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 9.7 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 9.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X: Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial board members or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of eight (8) preceding pages, as the bylaws of this organization.

Dated: 01 / 07 / 2021

Diane Lynch

Diane Lynch

Steven J Arthurs

Steve Arthurs

Thea Upham

Thea Upham

J. Daly

Joshua Daly

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