

Article 1: Name & Logo

- 1.A Slow Food Southwest Washington will use the chapter name and logo of Slow Food only in accordance with the Slow Food Name and Logo Agreement.

Article 2: Purpose

- 2.A Slow Food Southwest Washington is a U.S. local chapter of the international Slow Food movement. Slow Food chapters carry out the Slow Food mission on a local level and are therefore the grassroots expression of the movement.
- 2.B Slow Food Southwest Washington engages the local community in supporting and promoting local, sustainable food and food traditions and advocating for good, clean and fair food for all people.
- 2.C Slow Food Southwest Washington is a nonprofit organization with public and charitable purposes. It is not organized for the private gain of any person.

Article 3: Membership

- 3.A Membership in Slow Food Southwest Washington is open to all.
- 3.B Membership in the chapter is official once an individual pays membership dues to Slow Food USA.
- 3.C Membership is terminated once the individual does not renew his/her membership or has requested to be removed from the email list.
- 3.D Members have voting privilege and are eligible to run for Chapter Board positions.
- 3.E Annual membership fees are determined and collected by Slow Food USA.
- 3.F Slow Food chapters may not add additional membership dues to the existing annual membership fee.

Article 4: Meetings

- 4.A Slow Food Southwest Washington will hold **at least one** general membership meeting each year for the purpose of electing directors to the board and conducting business to come before the membership.
- 4.B A quorum at general meetings consist of those members present.
- 4.C Board meetings are held at a minimum quarterly.
- 4.D Additional Board meetings may be called on agreement of a minimum of two Board members.
- 4.E The meeting agenda shall be sent to the board in advance via email, or can follow a regular agenda of reports from each Board member.
- 4.F A quorum of the Board is defined as half the number of those serving. For important votes anticipated in advance, Board members are encouraged to vote by proxy.
- 4.G All board meetings should be open to members – however, the Board may reserve the right to call closed meetings.

4.H The Board may conduct email voting for important issues. A quorum of the Board must vote to validate any email votes.

Article 5: Board Structure

5.A The Chapter Board is composed of several positions:

5.A.1 The **Chair** The Chair creates meeting agendas, runs general meetings and oversees the activities of the chapter. Co-Chairs may share the above duties.

5.A.2 The **Treasurer** records the income and expenditures of the chapter, reports financial status to the board, manages the chapter's annual tax filing requirements, acts as one of at least two signing authorities for the Chapter bank account, prepares an annual report and budget for the Chapter, and may set fundraising goals and activities for the Chapter.

5.A.3 The **Secretary** produces minutes for Chapter Board meetings and the Annual Membership meeting.

5.A.4 The **Slow Food USA Chair** liaises with the Regional Governor, the Slow Food USA national office, and other Chapter Chairs in the region, acts as one of at least two signing authorities for the chapter bank account, maintains the Slow Food Southwest Washington website and ensures that the chapter is meeting all annual requirements.

5.B Sub-committees may be formed to deal with specific projects, activities, or events. These committees may wish to elect a committee Chair as the primary contact for and coordinator of the project, activity, or event.

Article 6: Chapter Board and Officer Elections

6.A Any person who wishes to serve on the Chapter Board must be an active, dues-paid member of Slow Food USA.

6.B Terms of office are 2 years with reelection possible for additional terms.

6.C At least two months prior to the end of terms and/or the annual meeting, the Board appoints a chair of the nominating committee to oversee the elections process. The chair gathers a committee, which may consist of board members and members at large. The committee is responsible for vetting and recruiting nominees and for ensuring fairness of the process and outcome of an election.

6.D The committee first determines who on the Board is eligible and willing to stand for reelection and then determines if the board has open positions.

6.E When there are open positions on the Board, the committee may make an announcement to the membership and ask for nominees. The committee can also actively recruit nominees who have specific attributes needed on the Board.

- 6.F The committee should elicit profiles of nominees, which are provided to active members at election time in advance of a vote.
- 6.G Voting takes place either electronically or at a free membership meeting. Votes at a meeting may be made by ballot, show of hands, or by voice.
- 6.H The membership may vote to accept the slate of candidates recommended by the nominating committee, or, in the case of multiple candidates running for the open position(s), the candidate(s) receiving the most votes gain the seat(s).
- 6.I In the case of a board position becoming vacant mid-term, the Chapter Chair may appoint, with board approval, a person to fill the unexpired term.

7: Standards of Conduct

Slow Food Chapter Board members have the obligation to meet the following standards of conduct, and to hold other Board members accountable to them as well.

- 7.A Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
- 7.B Create a welcoming environment for new members and volunteers; avoid insularity and the natural tendency to build and perpetuate the board with those already known.
- 7.C Always represent Slow Food and its mission in a positive and professional manner; keep disagreements within the Chapter.
- 7.D Accurately present the Slow Food's policies and positions when communicating on behalf of the organization; don't use a Slow Food leadership role or title to advance personal views.
- 7.E Respect your obligation to the Slow Food's members; use member lists and information about members for organizational purposes only.
- 7.F Use Slow Food resources wisely and in keeping with the fiduciary responsibility of all leaders.
- 7.G Foster an open democratic decision-making process; respect decisions once they are made.
- 7.H Praise publicly; criticize privately and tactfully.
- 7.I Handle disputes on the most local level, according to the guidelines provided in the Slow Food USA National Statute.

Article 8: Amendments

8.A Any member may propose an amendment to the bylaws. Any proposed amendment to the bylaws must be submitted to the secretary and distributed to the board at least 30 days before a vote of ratification by the board.

Article 9: Ratification

- 9.A The chapter bylaws or their amendments are ratified by a vote of the Board upon the completion of writing bylaws.

9.B The chapter bylaws must be available to chapter members, the Regional Governor and Slow Food USA staff, and posted to the chapter web site.

Article 10: Conflicts of Interest

Every person elected or appointed to a position of authority in the organization has a duty of loyalty to, and must act in the interests of, that organization. Public perception and confidence in Slow Food USA are vital to the success of the organization. Slow Food USA is a volunteer-run organization and recognizes that its leaders and members have conflicts of interests from time to time. Introducing a conflict of interest policy to the Chapter Board is meant to protect, not punish, the interest of your chapter when it is contemplating entering into a transaction or arrangement, or when a situation arises that a member advances his own private interests through his position in the organization.

A conflict of interest may arise whenever the personal or professional interests of a board member, staff, or volunteer are potentially at odds with the organization's best interests. Such conflicts are common and acceptable if they benefit the group and if the Board makes decisions in the chapter's best interests in a fair and informed manner.

The standard of behavior at Slow Food USA stipulates that all chapter board members scrupulously avoid conflicts of interest between the organization's interests on one hand, and their personal, professional, and business interests on the other. The chapter cannot be a vehicle for any one business. This includes avoiding potential and actual conflicts of interest, as well as perceptions of such conflicts.

The following steps should be followed to avoid even the appearance of impropriety:

- No member of the Slow Food Chapter Board shall **derive any personal profit or gain** by reason of his or her participation with Slow Food USA. This conflict-of-interest policy **prohibits or limits business transactions** by Chapter Board members and requires them to disclose potential conflicts. Upon joining the board, each Board member will **sign a conflict of interest policy statement.**
- As a **normal practice** of the Board, each individual shall **disclose** to the chapter, any personal interest which he or she may have in any matter pending before the chapter and shall refrain from participation in any decision on such matter. Such disclosures should be recorded in the meeting's minutes.
- Require Board members to **withdraw from discussion** and **voting** on decisions that present a potential conflict.
- Although **it is not a conflict of interest to reimburse board members for expenses** incurred, they are prohibited from being paid to serve on the

Board. Board members will not receive pass-through dollars for individual projects.

- Establish procedures to ensure the organization is receiving fair value in the transaction.

The Chapter Board is responsible to:

- **Establish by example and attitude an atmosphere of personal integrity.** Some situations may need only a brief, informal comment to maintain that climate. In others, a decision may be delayed because of the need to ensure that it has been made in the organization's best interests. Each of us, by our daily words and actions, contributes to a culture of integrity and responsibility.
- **Record in the minutes** of the Chapter Board Meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- Decide only to hire or contract with a board member if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price.

Article 11: Dissolution Clause

Upon termination or dissolution of the **Slow Food SWWA**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Slow Food SWWA** hereunder shall be selected by the discretion of a majority of the managing body of the **Slow Food SWWA** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Slow Food SWWA** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Washington.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Washington to be added to the general fund.

**SLOW FOOD CHAPTER BOARD
DECLARATION OF CONSENT TO CHAPTER BY-LAWS AND
CONFLICT OF INTEREST POLICY**

I, Warren Neth, understand that the purposes of this policy are to protect the integrity of Slow Food Southwest Washington decision-making process, enable our members to have confidence in our trust, and protect the integrity and reputations of volunteers, staff and board members. Upon or before joining the Chapter Board, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

This written disclosure will be kept on file with the Chapter Board Chair and I will update it as appropriate. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

At this time, I am a Board member, a committee member, or an employee of the following organizations and/or businesses:

Clark County Food System Council
Lydia Sadré Neth Trust
Hazel Dell Public Market

I understand that the chapter bylaws are meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: Warren Neth

Print name: Warren Neth

Date: June 30th 2014

The Chapter Board should collect and keep a copy of a signed Conflict of Interest from each Board member. Chapter bylaws and conflict of interest should be made available to the Regional Governor and to the National Office upon request.

**SLOW FOOD CHAPTER BOARD
DECLARATION OF CONSENT TO CHAPTER BY-LAWS AND
CONFLICT OF INTEREST POLICY**

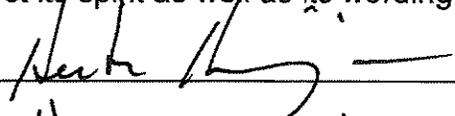
I, _____, understand that the purposes of this policy are to protect the integrity of Slow Food Southwest Washington decision-making process, enable our members to have confidence in our trust, and protect the integrity and reputations of volunteers, staff and board members. Upon or before joining the Chapter Board, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

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At this time, I am a Board member, a committee member, or an employee of the following organizations and/or businesses:

Jo Foody Catering LLC
Hazel Dell Public Market

I understand that the chapter bylaws are meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: 
Print name: HECTOR HINOJOSA
Date: 6/30/14

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**SLOW FOOD CHAPTER BOARD
DECLARATION OF CONSENT TO CHAPTER BY-LAWS AND
CONFLICT OF INTEREST POLICY**

I, JAMES WATKINS, understand that the purposes of this policy are to protect the integrity of Slow Food Southwest Washington decision-making process, enable our members to have confidence in our trust, and protect the integrity and reputations of volunteers, staff and board members. Upon or before joining the Chapter Board, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

This written disclosure will be kept on file with the Chapter Board Chair and I will update it as appropriate. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

At this time, I am a Board member, a committee member, or an employee of the following organizations and/or businesses:

CLARK COLLEGE
HAZEL DELL PUBLIC MARKET

I understand that the chapter bylaws are meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: _____

Print name: _____

Date: _____

The Chapter Board should collect and keep a copy of a signed Conflict of Interest from each Board member. Chapter bylaws and conflict of interest should be made available to the Regional Governor and to the National Office upon request.