

# Syracuse-Onondaga Food Systems Alliance Bylaws

*Presented for final review by the General Membership on June 17, 2021*

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## Introduction

This document will act as an operating manual for the governance of the Syracuse-Onondaga Food Systems Alliance (SOFSA). By clearly outlining rules around authority levels, rights, and expectations, these bylaws are intended to raise the level of accountability, transparency, and effectiveness of SOFSA's operations and inspire trust in its efforts. The guiding principles are articulated in this document to ensure that the organization's foundational values are at the heart of each and every one of SOFSA's efforts.

### A. Glossary of Terms

- a. **Food System**- The interconnected steps involved in planning, producing, storing, processing, transporting, marketing, retailing, preparing, and eating and disposing of food and food packages at any geographical scale.
- b. **Food Access**- The ability of a person or group of people to obtain healthy food, depending on factors such as physical access, seasonal availability, affordability, knowledge, or cultural attitudes.
- c. **Food Apartheid (also called "Food Desert")**- An area where residents have limited or no access to healthy, affordable and unprocessed food, including fresh produce. SOFSA's use of food apartheid recognizes that these spaces are not naturally-occurring phenomena but created and sustained by systems of oppression.
- d. **Equity**- All communities—regardless of socioeconomic status, geography, race, ethnicity, gender, or immigration status—have access to a food system that is fair and just.
- e. **Food Policy**- Food policy is the area of public policy concerning how food is produced, processed, distributed, purchased, or provided.
- f. **Food Council**- A group of stakeholders from diverse food, agriculture, and health-related sectors who examine how the food system is operating and develop recommendations that support the development of policies and programs to improve regional, state, or local food systems.
- g. **"Good" Food**- Food that is *healthy, green, fair, affordable, and culturally-appropriate*. *Healthy* food is defined as food that provides nourishment and enables people to thrive; *green* food was produced in a manner that is environmentally sustainable; *fair* means that no one along the production line was exploited during its creation; *affordable* is defined as food that all people have the monetary resources to access; *culturally-appropriate* recognizes that the foods to which people have access should reflect their cultural backgrounds and preferences.
- h. **Food Security**- Consistent access to an adequate amount of good food (as defined above).
- i. **Food Sovereignty**- Communities achieve food sovereignty when they democratically control what they eat, how it is raised and by whom, and how profits in the food system are distributed. The guiding principle behind food sovereignty is the belief that each person has a right to adequately nutritious food and the resources necessary to be able to feed oneself with dignity and in culturally appropriate ways.
- j. **Sustainable**- A food system that relies upon renewable resources and is mindful of the well-being of animals, workers, the environment, and the local community.

## **Article I: Name and Service Area**

The Syracuse-Onondaga Food Systems Alliance (referred to as SOFSA) is a network of food system stakeholders and a catalyst for change. We engage across sectors to advance projects, build linkages, advocate policies, and foster relationships that enhance the health and livelihoods of all people in Syracuse and Onondaga County. The partnership covers the city of Syracuse, all of surrounding Onondaga County, and is inclusive of Onondaga Nation – a total geographic area of 780 square miles.

## **Article II: Guiding Principles**

### **2.01 Mission Statement**

We are strengthening our food system so that it works for all people in Syracuse and Onondaga County. We bring communities together to foster relationships, develop projects, align resources, and advocate for policies to improve the health of our neighbors and our environment.

### **2.02 Vision**

Collectively, SOFSA envisions:

- A community with the resources to provide local solutions to ensure everyone has equitable access to food and participation in our food system.
- A community where thriving within the food system includes racial and social equity, environmental integrity, and economic inclusion.
- A community where supporting a resilient food system is integral to how we think as planners, politicians, educators, community activists, and citizens.

### **2.03 Spirit of Solidarity**

SOFSA members acknowledge that, as individuals interested in improving our relationship with food, we are greater than the sum of our parts. By bridging food sectors and engaging with stakeholders with different life experiences, the collective intelligence and creativity present within SOFSA can empower us to attain the resources necessary to realize positive change. We engage in this work because, regardless of our economic or demographic differences, we believe in creating an equitable food system for all.

SOFSA recognizes that its members may work for organizations and businesses that have distinct goals and functions. In an effort to respect and recognize the overall mission and collaborative work of SOFSA, and to highlight the systems thinking and linkages within our regional food system, SOFSA requests that individuals and organizations formally acknowledge in written and verbal communication, when appropriate, not only collaborative work accomplished with SOFSA, but also publicly recognize, when possible, SOFSA's role as a convener of food equity work. Additionally, SOFSA will recognize in writing and verbally, partners with whom it worked, as appropriate.

## 2.04 Equity & Justice Statement

We at SOFSA believe in food sovereignty. We want to live in a world where every person has access to healthy food that they love, made without the exploitation of animals, ecosystems, or other people, and available without disproportionate expense or sacrifice. We believe that every person should have the knowledge necessary to acquire or produce food that's right for them, and support for when they are unable to feed themselves. We believe every person should have these things regardless of their race, ethnicity, age, gender identity, sexuality, ability, religious affiliation, political affiliation, citizenship status, or economic status.

But the barriers standing between us and this vision are high, and their foundations are systemic. In Onondaga County, New Americans from agrarian backgrounds struggle to purchase the land they need to farm, partly due to policies that prioritize the desires of developers over the needs of individuals. Farmers who have land already are weighed down by massive debt burdens, the costs of keeping up in a highly regulated industry crowded by agribusinesses and factory farms.

Within the Syracuse city limits, many neighborhoods suffer under man-made famines. Their access to fresh food is artificially constrained by the city's deficient public transit system, as well as the proliferation of corner stores and fast-food restaurants, which are being built in place of grocery stores. At the same time, foodservice and eldercare workers, much like farm laborers, receive little pay or benefits for backbreaking work—because of owners' cost-cutting, but more precisely because fair wages are great expenses when margins are thin. Workers bear the consequences of a food system that values cheap commodities more than the work it takes to produce them.

The people who feel these systemic failures most acutely belong to the same groups that have been marginalized by our dominant systems throughout history: Black people, indigenous people, and other people of color, immigrants and the undocumented, women and people belonging to the LGBTQ+ community, the economically disadvantaged, the disabled, and our elders. These groups of people typically lack the capital and/or political power necessary to guarantee their needs, and often can't afford to risk losing their jobs by advocating for them. They're also the most likely to live in under-resourced communities, disconnected from the personal and professional networks that could help them leave. Throughout history, their bodies were exploited and their homelands torn away from them; now, despite some gains and their best efforts, they still struggle to make a good life for themselves. They still struggle to eat.

There can be no sovereignty without first enacting justice. For SOFSA to be able to meaningfully improve the food system in Onondaga County, we have to dissolve the structures that allow business interests, political priorities, and outdated cultural beliefs to continue exploiting the land and people in our service area. In particular, we mean our hills, valleys, rivers, lakes, and forests, and the Onondaga people who have stewarded them for millenia. We mean Black people, New Americans, and other people of color, and all other historically marginalized groups.

While we work to revolutionize policies and change attitudes in the long- and medium-term, we must also work alongside our vulnerable neighbors in the now, to guarantee them the autonomy and food security they have been sorely missing. This means reserving places for them at our leadership table and seeking

to fill them, but it also means diverting resources away from ourselves, and directly to organizations in our community led by marginalized people, whenever possible.

To help keep up SOFSA's commitment to these efforts, we will maintain a Council of paid Community Liaisons, each a member of a historically marginalized group in our service area. Among that Council's powers will be the ability to recommend new members to the Advisory Board in the interest of maintaining and/or expanding geographic, economic, demographic, and professional diversity in its composition.

Regardless of that composition, SOFSA's Advisory Board will keep itself educated on issues of social justice, and updated on related best practices. SOFSA's Equity, Inclusion, and Accountability Committee will take on a similar responsibility, while also certifying that the goals and values laid out in this document are always at the heart of our policies and practices.

The EIA Committee will also maintain social groups for self-identified members of different historically marginalized groups, where these SOFSA members can socialize with others who share their experiences. In addition to helping build the personal and professional networks that folks from these backgrounds often lack, and preparing them for deeper participation in the organization, these social groups will ensure that there is always space for joy and healing in our food justice work.

*The above statement was last amended on April 13th, 2021 by SOFSA's Equity, Inclusion, and Accountability Committee, which was, at that time, made up of individuals self-identifying as: Black, Onondaga, South Asian, East Asian, immigrants, transgender/nonbinary, elders, and economically disadvantaged.*

*We acknowledge that we represent only a fraction of the diversity of people we will consider in our work. We will strive to expand the range of experiences represented on our Committee and acknowledge that there will always be improvements to be made.*

*SOFSA is committed to continually reflecting on our position and actions so as to never lose sight of the breadth of the human experience. We also understand this document to be iterative, and as a Committee, will review it regularly to ensure its alignment with best practices in food sovereignty and social justice work, and its continued allegiance to the needs of the people of Onondaga County.*

## **Article III: History and Goals**

### **3.01 History**

Onondaga County was second in the nation to initiate a food system planning effort through establishment of a food policy council. Operating from 1984-1988, the Onondaga Food Systems Council coordinated a county-wide effort to mobilize food system stakeholders but was ultimately unsustainable. In 2012, the county government established the Onondaga County Agricultural Council to lead efforts to establish a more comprehensive food systems approach, bridging sectors to effect broader change.

In 2016, FoodPlanCNY brought together diverse voices from across Onondaga County to tell the story of food. FoodPlanCNY is collaboratively developed to assess how we grow, distribute, consume, and dispose of food. The plan captures the strengths and aspirations of the county's food system, and identifies steps to improve policies, programs, and individual actions that shape the way

food moves from farm to plate. An intended outcome of the process was the creation of a Central New York Food System Council. The council was intended to continue to listen to and address the needs of the community through open forums and regular monthly stakeholder meetings. The findings and recommendations from this work highlight the urgent need to coordinate food system efforts and an eagerness of diverse stakeholders to engage directly in this process. In addition to FoodPlanCNY, key activities to address health equity through access to food include a 2015 Syracuse Food Justice Symposium; a 2017 assessment of the food environment in Syracuse by the Onondaga County Health Department; and a 2018 symposium exploring opportunities to address food disparities in the region. Each of these activities built on previous efforts to increase access to healthy foods in the county. Collectively, these efforts produced momentum and in 2019, with funding from the New York State Department of Health's Population Health Improvement Program (PHIP), partners engaged a consultant from the Johns Hopkins Center for a Livable Future to conduct initial interviews of a range of local stakeholders to inform formation of a food council.

Partners in Syracuse and surrounding Onondaga County recognized the need to collaborate on food systems challenges and the importance of resident engagement and leadership. To make these ideas actionable, Transforming Communities Initiative Syracuse (TCI) hired a local consultant in May 2019 to convene partners and facilitate a year-long visioning process. Approximately 30 different organizations contributed to those foundational efforts – organizing themselves under the name Syracuse-Onondaga Food Systems Alliance (SOFSA) – to collaboratively craft preliminary mission and vision statements as well as the objectives, goals, and activities upon which the proposed project is based. Convenings of the entire partnership took place five times over the course of the year with numerous advisory team, committees, and working groups in the intervals between.

### **3.02 Goals**

SOFSA aims to ensure the long-term viability and vitality of Onondaga County's food system while simultaneously increasing access to healthy food and reducing the prevalence of food insecurity within the county.

SOFSA's involvement in the local food system includes, but is not limited to:

- Food Access
- Environmental Impacts
- Civic Engagement
- Health Outcomes & Inequities
- Economic & Racial Justice
- Food Sovereignty
- Urban & Rural Agriculture
- Institutional Food Purchasing
- Emergency Food Distribution
- Workforce Development
- Rapid Response to Community Needs
- Storytelling & Assessment

## A. Long-Term Goals

SOFSA ultimately aims to create transformative change at all levels of the Onondaga County food system:

- **PRODUCTION:** Increase financial viability and land access for growers and enterprises with economic incentives aligned with environmentally-sustainable practices.
- **DISTRIBUTION/PROCESSING:** Expand and coordinate infrastructure to support innovative approaches to bring local products to market including independent aggregation and value-added processing efforts.
- **MARKET:** Increase access to healthy, locally-produced food within retail and institutional settings, including support to establish new markets.
- **EQUITY:** Reduce racially and socially fueled barriers to food security and food sovereignty.
- **CONSUMPTION:** Reduce rates of food insecurity and diet-related disease among Onondaga County residents.
- **WASTE:** Reduce waste at each stage of the food system and reintegrate waste as a resource through expansion of food recovery, waste reduction, and composting efforts.

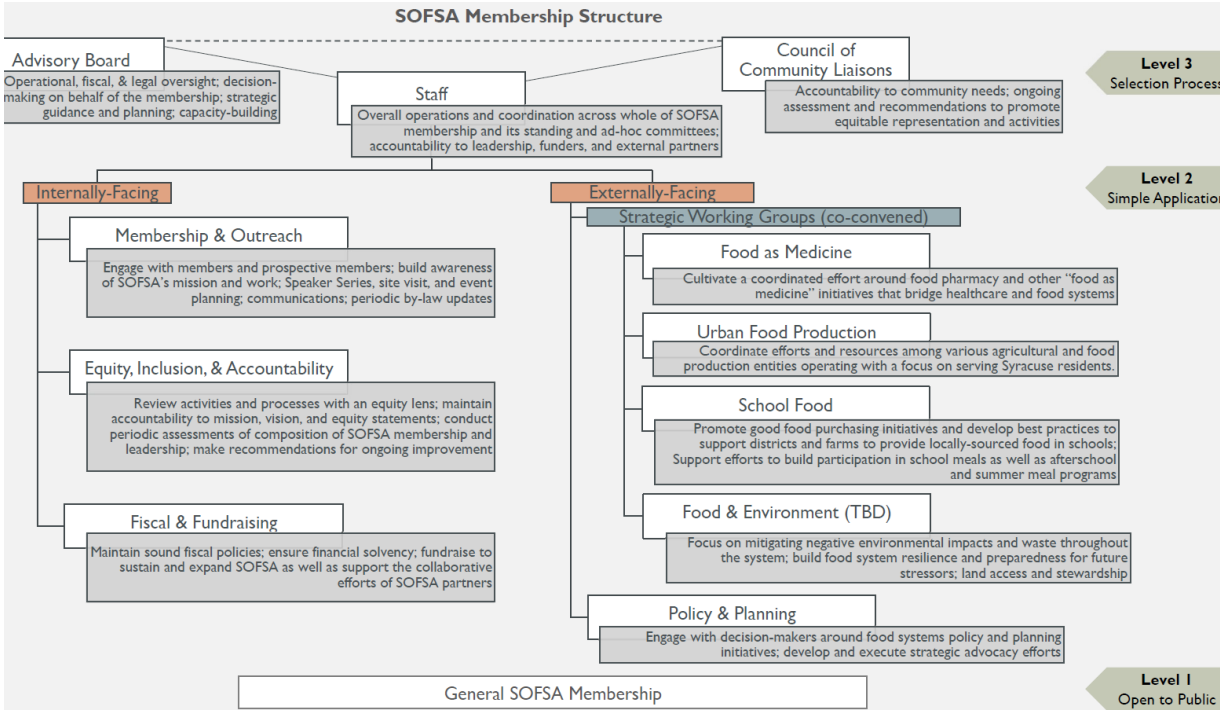
In addition to these long-term goals within our local food system, SOFSA seeks to collaborate with neighboring counties on broader efforts to support a thriving regional food system across Central NY.

## Article IV: Organizational Structure

SOFSA depends upon the engagement of a diverse membership comprised of individuals with a vested interest in improving the food system in Onondaga County. Any individual, organization, agency, business, or other entity is welcome to become a member of SOFSA. SOFSA will seek to continually expand the reach of its membership across stakeholder groups and to hone its operations to meet the needs of its members.

All members of SOFSA have the following rights and responsibilities:

- Commit to the mission, vision, and work of SOFSA;
- Represent the food systems issues that they themselves, their communities, or their institutions face or address;
- Inform their constituency about the actions of SOFSA and the food system issues at hand;
- Participate in events, public hearings, and/or activities supported by SOFSA (efforts to accommodate participation are ongoing; SOFSA will work to reduce barriers to participation);
- Respect communities of color as leaders, formulators of critical questions and solutions, and producers of knowledge;
- Practice empathetic listening and seek to understand feedback so we may strengthen our framework and strategies in this ongoing process;
- Co-create dialogue to explore and address critical issues of food systems, including racism and white supremacy culture, and work to create solutions in partnerships of accountability.



Specifically, rights and responsibilities of the three membership tiers include:

#### 4.01 General Members - Level 1

General Membership is available to any individual who cares about the food system in Onondaga County. General membership includes joining the SOFSFA Listserv, receiving 1-2 email updates per month, and an invitation to quarterly SOFSFA Network-Building and Committee Update meetings. General members are welcome to observe committee and Advisory Board meetings with the opportunity to participate in an open question/comment period prior to the Board's executive session.

#### 4.02 Committees - Level 2

General membership plus the opportunity to be involved in 1-2 committees of your choice, as well as the option to be listed as an official SOFSFA member on our website. Expectations of this level of membership is a commitment of at least 2 hours per month per committee. A letter of in-kind support from your organization or business is encouraged, if applicable.

#### A. Standing Committee Descriptions

- **Membership & Outreach Committee**  
Spreads awareness of our work to potential SOFSFA members and the public at large, in addition to keeping current members informed of our movements. Manages communications channels and social media accounts, coordinates SOFSFA's Featured Speaker series, site visits, and special events, and periodically updates SOFSFA's bylaws.



- **Equity, Inclusion, & Accountability Committee**  
Assesses SOFSA's plans and operations to ensure their alignment with our mission, vision, and justice statements. Also collaborates with the Advisory Board on the development of equity-related training programs, maintains social spaces for SOFSA members of marginalized identities, and periodically updates SOFSA's mission, vision, and justice statements.
- **Fiscal & Fundraising Committee**  
Envisions and enacts SOFSA's fiscal policies and fundraising plans to sustain the organization, expand its budget, and support the collaborative efforts of SOFSA partners. Acts as the primary point of contact for our fiscal sponsor, Syracuse Grows.
- **Policy & Planning Committee**  
Defines SOFSA's policy positions and engages with government officials to promote change that aligns with them. Also develops and implements plans for strategic advocacy around food systems issues.

## **B. Working Group Descriptions**

Working groups are designed as ad hoc committees co-convened with local partners to address specific issues and achieve shared goals. Working groups may shift and evolve without formal amendment of the bylaws. As of the adoption of these bylaws, SOFSA's planned working groups are as follows:

- **Food As Medicine Working Group**  
A partnership between food systems workers and healthcare workers, convened to design solutions to diet-related health issues.
- **Urban Food Production Working Group**  
Urban farms and food producers coordinating efforts and resources to better serve Syracuse City residents.
- **School Food Working Group**  
School districts and local producers working together to secure good food for school meals, afterschool programs, and summer meal programs.
- **Food & Environment Working Group**  
An assortment of people from across our regional food system imagining ways to fortify it against future shocks, restore land access to indigenous people, redress damages caused by food production, and participate in our ecosystem more sustainably.

### **4.03 Advisory Board - Level 3**

An Advisory Board will lead SOFSA in advancing its mission and toward meeting its short-term and long-term goals. Advisory Board members have a responsibility to keep SOFSA's operations and conduct in accordance with its mission (Article 2.01). To this end, Advisory Board members should continuously be on the lookout for and receptive to any opportunities to engage in that will aid SOFSA in fulfilling its mission.

## A. Expectations

With logistics support and coordination from SOFSA's staff, the Advisory Board Members are expected to commit approximately 4 hours per month to the following:

- Attend monthly Advisory Board meetings; contribute to decision-making to guide SOFSA activities, planning, etc.\*
- Participate actively in at least one committee (ideally one in which they are proficient), serving as a communication link between the Advisory Board and the committee
- Provide timely responses to group emails and other communications
- Offer guidance to and maintain accountability of SOFSA staff member(s)
- Bring ideas, expertise, and/or network connections to the table; provide feedback and constructive criticism where needed
- Add to the Advisory Board's capacity to fulfill its designated functional roles (see Article 4.03 Section C)

Additionally, Advisory Board members representing an organization/agency/business are strongly encouraged to provide a formal letter of support for SOFSA signed by the organization's leadership to indicate a shared commitment to promoting a healthy and resilient food system in Onondaga County. A template letter is available for these purposes.

\* A delegate may be sent in place of the official Advisory Board member occasionally as circumstances require. The delegate must be empowered to make real-time decisions (i.e. vote or otherwise contribute to decision-making) on behalf of the member.

## B. Composition - Best Practices

The SOFSA Advisory Board will consist of no fewer than 8 and no more than 15 members at any given time. SOFSA aims to ensure geographic, economic, demographic, and professional diversity in the composition of its leadership body at all times. Additionally, a Council of Community Liaisons, composed of various stakeholders, will be maintained. Among their responsibilities will be the power to recommend new members to the Board, in the interest of maintaining and/or expanding diversity in its composition.

An initial outline of the allocation of Board seats to provide maximum representation from SOFSA's varied stakeholders is included below. The representation structure will be evaluated on an annual basis to ensure it evolves alongside SOFSA's goals and priorities.

### i. Dedicated Seats: Direct Actors in the Food System

SOFSA aims to prioritize the inclusion of individuals representing each of the following segments of the food system within its leadership body. A total of up to 12 seats will be allocated specifically for these stakeholders with a goal of including at least one individual from each of the following categories in addition to three at-large seats:

<b>Production (Rural)</b>	Grows/produces food outside the city for sale or donation beyond family and immediate community. Two rural
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	producers representing different commodities may be considered in this category.
<b>Production (Urban)</b>	Grows/produces food in the city for sale or donation beyond family and immediate community. A second urban producer seat may be granted to a small-scale home or community gardener, but should not replace a larger urban production.
<b>Processing/Packaging</b>	Produces value-added products and/or packaged goods
<b>Distribution/Aggregation</b>	Serves as an intermediary between production/processing and end-consumers. Includes institutional purchasing, emergency food distribution, transportation, etc.
<b>Retail/Food Enterprise</b>	Provides food directly to consumers through brick-and-mortar markets, home delivery services, restaurants, etc.
<b>Waste/Food Rescue</b>	Diverts food waste for composting or reuse
<b>Food Service Worker/Farmworker</b>	Serves as a front-line worker within the food system without an ownership stake in the business they support
<b>Community Seats</b> (At least 3 dedicated seats) <ul style="list-style-type: none"> <li>• At least one resident of the City of Syracuse</li> <li>• At least one resident from outside the City of Syracuse</li> </ul>	These seats are specifically oriented to individuals with lived experience of food insecurity and/or who reside in low food access areas. SOFSA will prioritize the inclusion of BIPOC individuals, refugees, and immigrants in seeking individuals for these seats. Youth ages 18-24 may also be considered for these seats with mentorship supports provided.

**ii. At-Large Seats: Agencies and Influencers**

In addition to the above, SOFSA aims to include up to three at-large seats on its Advisory Board for individuals representing agencies, institutions, and other actors which support and influence the various segments of the food system.

<b>Agricultural Supports</b>	Represents any one or more of the following experiences and/or expertise: environmental sustainability, soil and water quality, land use, agricultural viability, etc.
<b>Government</b>	Represents policy-makers and/or government agencies that make decisions and allocate resources impacting the food system
<b>Labor</b>	Represents experience in, or expertise with, the interests of the food-related workforce
<b>Direct Service Provider</b>	Represents services that connect clients to food, benefits, or services

<b>Healthcare/Public Health</b>	Represents efforts to improve health outcomes of individuals or whole communities. Healthcare providers, public health practitioners, health/nutrition educators, health system administrators, and insurers might be individuals to be considered in this category.
<b>Nonprofit/Philanthropy</b>	Represents efforts to operate and/or fund programs and services to support a stronger food system
<b>Academia/Research</b>	Represents individuals conducting research to benefit food systems
<b>Planning/Economic Development</b>	Represents efforts to envision and work toward a stronger food system that enhances the health and livelihoods of Onondaga County residents.
<b>Advocacy/Policy</b>	Represents civic engagement efforts to promote and enact policies that support the food system

**C. Functional Roles**

In an effort to promote an action-oriented and non-hierarchical governing body, members of SOFSA's Advisory Board will fulfill functional roles as opposed to having more traditional officers. Roles are intended to ensure that key responsibilities are shared across the Advisory Board.

Advisory Board members will collectively decide which members will commit to each of the following roles. Advisory Board members may hold no more than two functional roles at a given time. In the event that there is no current Board member capable of performing a certain Functional Role, the Board will recruit a new member who is capable.

- **Operational Functions:**
  - **Fiscal Monitoring** - Works with SOFSA staff and fiscal agent to ensure budgets are in order and financial procedures are followed; supports preparation of financial reports and provides regular updates to the Advisory Board regarding SOFSA's fiscal health as well as to the general membership on an annual basis.
    - Actionable examples: Reviews financial reports, signs off on invoices
    - Tied to specific committee: Fiscal & Fundraising
  - **Fundraising** - Coordinates efforts around donor cultivation, grant-seeking, and other mechanisms to raise funds to support SOFSA's operations
    - Actionable examples: Helps to develop and execute fundraising strategy
    - Tied to specific committee: Fiscal & Fundraising
  - **Contract Performance (Signatory)** - Ensures that SOFSA fulfills the obligations of its contracts and other agreements.

- Actionable examples: Signs official documents on behalf of SOFSA; Determines when staff signature should be included in addition to official sign-off from Advisory Board.
    - Tied to specific committee: No
- **Relational Functions:**
  - **Member Relations** - Serves as the point person between SOFSA members and the Advisory Board; Outreach to and engagement of members; New member recruitment
    - Actionable examples: Brainstorming ideas to more deeply engage SOFSA members; Support for Featured Speaker Series, site visits, and/or events; Collaborate to identify and respond to barriers to participation for members; addresses conflicts as needed.
    - Tied to specific committee: Membership & Outreach
  - **Staff Relations** - Serves as the point person between SOFSA staff members and the Advisory Board
    - Actionable examples: Provides constructive feedback and mentorship; addresses conflicts as needed.
    - Tied to specific committee: No
  - **Board Relations** - Works with SOFSA staff to recruit and orient new board members and to support a well-functioning board overall; supporting board members to fulfill their functional roles as outlined herein and/or coordinating the reassignment of roles as necessary
    - Actionable examples: Coordinate efforts to recruit new Advisory Board members including communicating with Council of Community Liaisons.
    - Tied to specific committee: No

- **Community Relations** - Works with SOFSA staff and Community Liaisons to foster strong bi-directional communication and accountability to community needs.
  - Actionable examples: Supports staff in developing Community Liaisons programming, builds connections between SOFSA and grassroots organizations
  - Tied to specific committee: Equity, Inclusion, & Accountability
- **Media Relations** - Works with SOFSA staff to coordinate public-facing communications and media outreach
  - Actionable examples: Approves press releases, letters to the editor, articles, etc. before submission.
  - Tied to specific committee: Membership & Outreach
- **Government Relations** - Works with SOFSA staff to coordinate relationship-building with electeds and other public officials.
  - Actionable examples: Assists with relationship-building with electeds and public officials; builds engagement with key issues; raises concerns to position SOFSA for success
  - Tied to specific committee: Policy & Planning
- **Accountability Functions:**
  - **Mission & Vision** - Ensures that SOFSA's activities maintain alignment with agreed-upon mission and vision. (Articles 2.01 & 2.02)
    - Actionable examples: Asks critical questions of staff and other board members ahead of decisions; continually examines activities and partnerships through the lens of SOFSA's stated mission and vision.
    - Tied to specific committee: Equity, Inclusion, & Accountability
  - **Equity & Inclusion** - Ensures that SOFSA's activities maintain alignment with the Alliance's Equity Statement (Article 2.04)
    - Actionable examples: Asks critical questions of staff and other board members ahead of decisions; Helps to map out training needs for staff, Board, and general members in this area to achieve a more inclusive partnership
    - Tied to specific committee: Equity, Inclusion, & Accountability
  - **Impact** - Support the development of metrics and assessments to document SOFSA's progress over time; coordinate with external assessments/data collection to capture the scope of food systems change
    - Actionable examples: Develop robust metrics by which to measure its progress, conduct ongoing assessment, and maintain accountability including SOFSA's Annual Census; Coordinates with external partners including universities and government agencies conducting regular assessments
    - Tied to specific committee: Equity, Inclusion, & Accountability

#### **D. Terms**

The term of an Advisory Board member shall be three (3) years with one-third of board members' terms ending each year on the date of the January Network-Building Meeting. Nomination of prospective Advisory Board members at other times of the year shall be at the joint discretion of the Council of Community Liaisons and the existing Advisory Board for the purpose of increasing representation of stakeholders and/or incorporating necessary expertise for the Advisory Board to fulfil its required functions ( Article 4.03 Section B i & Article 4.03 C). (See Appendix A for an outline of the transition from the Interim Advisory Board to the above process, slated to occur in January 2022)

Advisory Board members are allowed to serve a maximum of 3 consecutive terms. They may be eligible to apply for additional terms following a mandatory hiatus of, at minimum, one year.

#### **E. Selection Process**

Supported by SOFSA staff, the Council of Community Liaisons will be responsible for identifying any specific capacities left vacant on the Advisory Board and will lead the recruitment process for a new Advisory Board member. The Council of Community Liaisons will be guided by established expectations and functional responsibilities (see Article 4.03 section A & C). Once the vetting process is complete and the Council has voted to move a candidate forward, the candidate will be presented for consideration and vote by the whole of the SOFSA membership at its next general membership meeting.

#### **F. Resignation from Advisory Board**

Advisory Board members must communicate their intent to resign in writing. Failure to meet the above mentioned expectations (listed in Article 4.03 A) and/or failure to fulfill the role(s) agreed to (listed in Article 4.03 C), may result in automatic resignation.

### **4.04 Staff**

Staff member(s) will be responsible for supporting the overall success of the SOFSA partnership in achieving its goals. Staff will coordinate efforts across the membership, with strategic input from the Advisory Board. Staff will plan for and facilitate all Advisory Board and meetings of the membership. In addition, staff members will be responsible for taking notes during these meetings and circulating them to Board or committee members for review/approval. Advisory Board meeting notes and/or recordings will subsequently be posted to the GoogleDrive folder available to all members. Staff support will also be available to individual committees as resources allow. All paid staff will be accountable to the stipulations of their individual contracts.

### **4.05 Compensation**

SOFSA members, including Advisory Board members, are not compensated for participation. Contingent upon available funds, paid staff, consultants, community members, and/or technical assistance providers may be compensated for their contributions to support SOFSA's operations and expansion.

## 4.06 Meetings

### A. General

- The general membership will convene at least four times per year.
- Meetings are intended to be a welcoming space where sharing of timely issues and topics may occur.
- During the half-hour prior to each meeting, first-time attendees will be offered the opportunity to join early for a special welcome and a general orientation to SOFSA's work.
- SOFSA will strive to make meeting times and locations accessible and varied, recognizing that transportation, work and childcare commitments can be barriers to meeting participation.
- E-mail reminders of the meeting & agenda will be sent one week prior to the meeting.
- This meeting shall be facilitated by SOFSA staff with support from committee leads.
- The form and function of the meetings shall be determined by the Advisory Board and will reflect the ongoing work of SOFSA.

### B. Committees

- Every other month or as mutually agreed upon by the individual committee

### C. Advisory Board

- Monthly

## 4.07 Decision Making

A majority of the Advisory Board Members (one over half) in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Advisory Board. No business shall be considered by the Advisory Board at any meeting at which a quorum is not present.

The Advisory Board is the decision-making body of SOFSA and directs the staff to take action. The Advisory Board relies on Committees, staff, SOFSA members and, when applicable, outside organizations and people to provide input and recommendations for action. The Advisory Board acts after a simple majority vote of those present.

In the case of time-sensitive issues where a full meeting of the Advisory Board cannot be convened, decisions requiring minimal discussion may occur over email or other means available. The call for a vote must be sent by email to all Advisory Board members and will be closed after a quorum response, but no sooner than two full business days from when the call for a vote was sent. Any Advisory Board member may stop an offline vote at any point by requesting the vote be tabled for further discussion at the next meeting in which a quorum is present.

If the Advisory Board votes down an action or policy recommended by a Committee and/or the membership, the Advisory Board members will share the rationale for such action at the next general membership meeting.

For decisions requiring input from the membership, including but not limited to the approval of new Advisory Board Members, votes will be conducted by anonymous online ballot or poll. The



decision to be voted upon will be presented to the membership either in writing or at a General Meeting, after which a link to an online ballot will be circulated to the membership via email. Paper balloting will be available at in-person meetings and available by mail thereafter upon request. Online balloting will close no sooner than two full business days from when the call for vote was sent. Paper ballots will continue to be accepted for a minimum of five business days following the close of online balloting.

#### **4.08 Dues & Contributions**

No dues or financial commitments are required to participate within SOFSA at any level of membership. To sustain the partnership, members, and especially those participating at the Advisory Board level, are encouraged to contribute financially and/or provide in-kind support to fundraising efforts according to their means.

### **Article V: Conduct of Business**

#### **5.01 Fiscal Agency**

Syracuse Grows will serve as the fiscal agent for Syracuse-Onondaga Food Systems Alliance (SOFSA) for the period beginning September 30, 2020 continuing through September 29, 2022. The current memorandum of understanding between the parties may be dissolved prior to September 29, 2022 or extended beyond that date by mutual agreement of the parties and, if necessary, with the approval of any applicable funders. Per the memorandum, the parties have agreed to the following:

##### **Syracuse Grows agrees to:**

1. Serve as fiscal agent for SOFSA.
2. Open and maintain a separate bank account to manage SOFSA funds received from grants and individual donors.
3. Prepare checks as required and prepare any required year-end Form 1099s.
4. Assume financial and legal responsibility for the purposes of the requirements of the USDA Regional Food Systems Partnership grant program as well as other funding sources by mutual agreement.
5. Prepare financial reports and invoices as needed.
6. Develop written organizational accounting policies and procedures and internal controls.

##### **Syracuse-Onondaga Food Systems Alliance agrees to:**

1. Manage all programmatic activities and deliverables for any funding received.
2. Report on all project activities as required by the USDA and any other funder.
3. Have SOFSA's Advisory Board assume responsibility for hiring, supervision, and removal of SOFSA personnel.
4. Absorb any expenses associated with the dedicated bank account maintained to administer the SOFSA funds.
5. Send acknowledgment letters to individual donors.

6. Maintain close communication with Syracuse Grows, including reserving a seat on SOFSA's Advisory Board for a Syracuse Grows representative.

## **5.02 Conflict of Interest Policy**

It is in the best interest of SOFSA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help board members, staff, and volunteers of SOFSA identify situations that present potential conflicts of interest and to provide SOFSA with a procedure to appropriately manage conflicts in accordance with the goals of accountability and transparency in SOFSA's operations.

**1. Conflict of Interest Defined.** For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with SOFSA for goods or services.
- b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between SOFSA and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with SOFSA.

## **2. Procedures.**

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- c. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for

purposes of the vote. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

In the event it is not entirely clear whether a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Advisory Board, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

### **3. Confidentiality.**

All SOFSA members - including board, staff, volunteers, and general members - shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of SOFSA. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of SOFSA for their personal profit or advantage or the personal profit or advantage of their family member(s).

### **5.03 Amendments to Bylaws**

These bylaws are initially adopted on June 17, 2021. These bylaws shall remain in full force and effect until such time as they are properly repealed or amended or otherwise validly superseded. Repeal or amendment of these bylaws may be conducted and accomplished at the Annual Meeting held each year in January or at a duly called Special Meeting of SOFSA members, provided the proposed repeal or amendment is published and distributed to the membership at least 30 days in advance of the meeting. Amendment or repeal will require the participation of the lesser of 20% of the current membership or 40 individual members. Voting may occur either during the meeting or by online ballot thereafter. In order to pass the measure, at least two-thirds of those voting must be in favor of the proposed repeal or amendment.

### **Appendix A: Transition from Interim Advisory Board - January 2022**

The transition to the system outlined in Article 4.03 Section D from the Interim Advisory Board will be structured as follows:

1. In October 2021, all current Advisory Board members will declare their desire to remain on the Board for an additional term beyond January 2022.
2. Recruitment of new Advisory Board members will continue with the slate of candidates for the coming term will be solidified by the end of December 2021.
3. Once a total number of returning and new Advisory Board members is determined, proposed members for the term beginning in January 2022 will be randomly assigned to three equal groups - one eligible for renewal in January 2023 (1 year), one in January 2024 (2 years), and one in January 2025 (3 years).
4. The proposed structure and board candidates will be presented for approval by the general membership at the January 2022 meeting of the membership.
5. Thereafter, election of new and returning board members will occur each year at the January meeting as outlined within the standing bylaws.