

Syracuse-Onondaga Food Systems Alliance Bylaws

Approved by the General Membership on October 28th, 2023

| | |
|---|-----------|
| Article 1: Name, Service Area, and Location | 2 |
| Article 2: Guiding Principles | 2 |
| 2.01 Mission Statement | 2 |
| 2.02 Vision | 2 |
| 2.03 Spirit of Solidarity | 2 |
| 2.04 Equity & Justice Statement | 2 |
| Article 3: Governance Structure | 4 |
| 3.01 Expectations | 4 |
| 3.02 Meetings | 5 |
| i. Regular Advisory Board meetings | 5 |
| ii. Functional committee meetings | 5 |
| iv. Special meetings of the Advisory Board | 5 |
| v. General membership meetings | 5 |
| vi. Mission-oriented meetings & events | 5 |
| 3.03 Composition | 5 |
| i. Dedicated Seats: Direct Actors in the Food System | 5 |
| ii. At-Large Seats: Agencies and Key Constituencies | 6 |
| 3.04 Advisory Board Functional Committees | 7 |
| i. Fiscal Management Committee | 7 |
| ii. People & Culture Committee | 8 |
| iii. Fund Development Committee | 8 |
| iv. Equity, Inclusion, & Accountability Committee | 8 |
| v. Coordinating Committee | 8 |
| 3.05 Advisory Board Member Terms | 8 |
| 3.06 Selection Process | 8 |
| 3.07 Resignation from Advisory Board | 9 |
| 3.08 Advisory Board Supervision of the SOFSA Director | 9 |
| 3.09 Compensation | 9 |
| 3.10 Decision Making | 9 |
| Article 4: Membership Structure | 10 |
| 4.01 General Members | 10 |
| 4.02 Member Committees | 10 |
| i. Standing Member Committee Descriptions | 10 |
| ii. Member Working Group Descriptions | 11 |
| 4.03 Open Meetings of the General Membership | 11 |
| 4.11 Dues & Contributions | 12 |
| Article 5: Conduct of Business | 12 |
| 5.01 Fiscal Agency | 12 |
| 5.02 Conflict of Interest | 12 |
| Article 6: Amendments to Bylaws | 13 |

This document will act as the bylaws for the governance of the Syracuse-Onondaga Food Systems Alliance (SOFSA).

Article 1: Name, Service Area, and Location

The Syracuse-Onondaga Food Systems Alliance (referred to as SOFSA) is a network of Central New York 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 2: Guiding Principles

2.01 Mission Statement

We are strengthening our food system so that it works for all people in Syracuse, Onondaga County, and Onondaga Nation. 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 affordable, healthy food that they love, made without the exploitation of animals, ecosystems, or other people.. 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 access 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 and 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, Deaf communities, 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 4 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 group of paid Community Liaisons, each a member of a historically marginalized group in our service area. Among the Liaisons' 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 (EIA) 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 3: Governance Structure

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.

Additionally, a group of Community Liaisons, composed of various stakeholders recruited to represent the interests of the most marginalized people in our community, will be maintained. Community Liaisons will have three primary functions: connecting to communities, making recommendations, and assisting with Advisory Board accountability. 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. A lead Community Liaison will be a voting member of the Advisory Board.

3.01 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, operations, sustainability planning, etc.*
- Provide timely responses to group emails and other communications
- Offer guidance to and maintain accountability of SOFSA Director
- Bring ideas, expertise, and/or network connections to the table; provide feedback and constructive criticism where needed
- Participate in the Advisory Board's capacity to fulfill its designated functional committees (see Section 3.04)
- Engage with broader SOFSA membership at least 4 times per year to maintain constituent relationships and ensure that the needs of stakeholders are well-represented in organizational governance. Engagements may include attending Open Meetings, participating in mission-oriented Working Groups, and/or attending network-building events
- Contribute to fundraising, stakeholder engagement, and community building efforts
- Engage in learning opportunities for SOFSA staff and Advisory Board members at least once annually to build our collective capacity to advance racial and economic justice

* Should an Advisory Board member need to miss a meeting, feedback or input to include in the discussion may be sent to the Director at least 24 hours prior to the scheduled meeting.

3.02 Meetings

i. Regular Advisory Board meetings

The Advisory Board will meet monthly. The Advisory Board may elect to cancel its regular monthly meeting up to twice annually in the event of conflicts or expected lack of quorum. Such cancellations may not occur in consecutive months. Advisory Board members are expected to attend a minimum of 75% of meetings per calendar year. Any SOFSA member may observe the open portion of an Advisory Board meeting.

ii. Functional committee meetings

As described in Section 3.01, each Advisory Board member is expected to participate in a functional committee to support organizational operations. Advisory Board members are expected to attend 75% of meetings called for the functional committee to which they are assigned.

iv. Special meetings of the Advisory Board

Three or more Advisory Board may call special meetings at the time, date, and location of their choice. Three (3) days advance notice must be given to all Advisory Board members for a special meeting to discuss an urgent matter. Advisory Board annual orientation, trainings, and retreats will be scheduled with a minimum of 4 weeks advance notice.

v. General membership meetings

Advisory Board members are expected to attend the Annual Meeting in January and encouraged to attend quarterly Open Membership meetings (see Section 4.03 for more information on General Membership meetings).

vi. Mission-oriented meetings & events

In addition, Advisory Board members are expected to be engaged members of SOFSA and support the advancement of the organization's mission. As such, during each year of service, Advisory Board members should be present at a minimum of 3 working group meetings, learning opportunities, and/or events geared toward the general membership.

3.03 Composition

The SOFSA Advisory Board will consist of no fewer than 6 and no more than 12 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.

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 10 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:

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|---------------------------------------|---|
| Production (Rural) | Grows/produces food outside the city for sale or donation beyond family and immediate community. Two rural producers representing different commodities may be considered in this category. |
| Production (Urban) | 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. |
| Processing/Packaging | Produces value-added products and/or packaged goods |
| Distribution/Aggregation | Serves as an intermediary between production/processing and end-consumers. Includes institutional purchasing, emergency food distribution, transportation, etc. |
| Retail/Food Enterprise | Provides food directly to consumers through brick-and-mortar markets, home delivery services, restaurants, etc. |
| Waste/Food Rescue | Diverts food waste for composting or reuse |
| Food Service Worker/Farmworker | Serves as a front-line worker within the food system without an ownership stake in the business they support |
| Lead Community Liaison | <p>This seat is specifically oriented to represent individuals with lived experience of food insecurity and/or who reside in low food access areas.</p> <p>SOFSFA 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.</p> |

ii. At-Large Seats: Agencies and Key Constituencies

In addition to the above, SOFSFA aims to include up to 3 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.

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

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|--------------------------------------|--|
| Healthcare/Public Health | 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. |
| Nonprofit/Philanthropy | Represents efforts to operate and/or fund programs and services to support a stronger food system |
| Academia/Research | Represents individuals conducting research to benefit food systems |
| Planning/Economic Development | Represents efforts to envision and work toward a stronger food system that enhances the health and livelihoods of Onondaga County residents. |
| Advocacy/Policy | Represents civic engagement efforts to promote and enact policies that support the food system |

3.04 Advisory Board Functional Committees

In an effort to promote an action-oriented and non-hierarchical governing body, members of SOFSA's Advisory Board will participate in functional committees with a lead member of each committee instead of traditional officer roles. This structure is intended to ensure that key responsibilities are shared across the Advisory Board to advance SOFSA's mission.

Staff members will be assigned to support each functional committee as non-voting members. Committees are open to participation from the general membership in addition to Advisory Board members and Community Liaisons. Staff and/or general members may be dismissed from a functional committee meeting if a confidential matter must be discussed.

Advisory Board members will collectively decide which members will commit to each of the following committees. Advisory Board members may sit on no more than two functional committees at a given time. In the event that there is no current Board member capable of performing a certain role, the Board will recruit a new member who is capable following procedures set forth in Section 3.06 on electing new Board members.

Functional committee assignments will be initially designated by an online ballot among the currently-seated Advisory Board members each February, and may be revisited at any point by a duly called vote at a regular Advisory Board meeting or special

i. Fiscal Management Committee

The Fiscal Management Committee is responsible for fiscal oversight, budget development & revision, review of grant performance and reporting, ensuring compliance, resolving conflicts of interest, and managing fiscal sponsor relations. Their organizing charge is to steward SOFSA's resources to ensure integrity and maximize impact.

ii. People & Culture Committee

The People & Culture Committee is responsible for Director supervision (see detail in Section 3.08), shaping organizational culture, resolving conflicts, human resources (HR), staff relations, and Advisory Board member onboarding, ongoing development, and offboarding. Their organizing charge is to support SOFSA's people in service of our mission and to ensure staff and Advisory Board accountability. A contingent of members of the People & Culture Committee will be responsible for meeting with all Advisory Board members each summer to maintain accountability to the expectations outlined herein and assess desire to continue in this role.

iii. Fund Development Committee

The Fund Development Committee is responsible for oversight of fundraising and funding stream diversification, financial sustainability planning, cultivating Advisory Board and member giving, and donor/funder relations. Their organizing charge is to invest in SOFSA's future and long-term sustainability.

iv. Equity, Inclusion, & Accountability Committee

The Equity, Inclusion, & Accountability Committee is responsible for ensuring activities align with bylaws and mission, ongoing internal review and evaluation, vetting of new Advisory Board applicants, and member/community relations. Their organizing charge is to maintain shared accountability.

v. Coordinating Committee

The Coordinating Committee shall be composed of the leads of each of the committees above with substitution/delegation as needed to ensure consistent representation of each functional subcommittee. The Coordinating Committee is responsible for ensuring that all Advisory Board members are meeting the expectations set forth herein and for supporting them to do so when needed. Their organizing charge is to efficiently ensure coordination and collaboration in SOFSA's decision-making processes.

3.05 Advisory Board Member 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 Annual Meeting. Nomination of prospective Advisory Board members at other times of the year shall be at the joint discretion of the 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 fulfill its required functions.

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.

3.06 Selection Process

Supported by SOFSA staff, the 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.

Once the vetting process is complete and the Community Liaisons have voted to move a candidate forward, the candidate will be presented for consideration and a vote by the whole of the SOFSA membership at its next Annual Membership meeting.

3.07 Resignation from Advisory Board

Advisory Board members must communicate their intent to resign in writing. Failure to meet the above mentioned expectations (listed in Section 3.01 and 3.02) may result in automatic resignation.

3.08 Advisory Board Supervision of the SOFSA Director

The SOFSA Advisory Board oversees the work of the SOFSA Director. The Director shall have general direction of and supervision of the day-to-day affairs of SOFSA as outlined in the Director's current job description, employee handbook, and/or any other relevant SOFSA policies and procedures.

The Director shall plan and facilitate all SOFSA Advisory Board meetings in partnership with the Coordinating Committee. The Director may designate additional staff to attend Advisory Board meetings to give reports and updates to the Advisory Board and/or to take notes. The Director may also attend Advisory Board Executive Sessions at the discretion of the Advisory Board.

3.09 Compensation

SOFSA members, including Advisory Board members, are not compensated for participation as general members or Advisory Board members.

3.10 Decision Making

A majority of the Advisory Board members (fifty percent plus one) 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.

Article 4: Membership Structure

In addition to its governing Advisory Board and Community Liaisons, 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

General Membership is available to any individual who cares about the food system in Onondaga County. General membership includes joining the SOFSA Listserv, receiving 1-2 email updates per month, and an invitation to quarterly SOFSA 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 Member Committees

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 SOFSA 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.

i. Standing Member Committee Descriptions

- **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.

- **Organizational Governance Committees**

General members may contribute to organizational governance without being elected to the Advisory Board by joining one of the three Functional Committees that are open to non-Advisory Board member participation (descriptions found in Section 3.04). Staff and/or general members may be dismissed from a functional committee meeting if a confidential matter must be discussed.

ii. Member 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.

- **Farm to School 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, divert food waste from landfills, and participate in our ecosystem more sustainably.

4.03 Open Meetings of the General Membership

- 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.

4.11 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 5: Conduct of Business

5.01 Fiscal Agency

As of the adoption of these bylaws, Syracuse Grows serves as the fiscal agent for SOFSA. Syracuse Grows will serve as the fiscal agent for SOFSA for the period beginning September 30, 2020 continuing through September 30, 2025. The current memorandum of understanding between the parties may be dissolved prior to September 30, 2025 or extended beyond that date by mutual agreement of the parties and, if necessary, with the approval of any applicable funders. A copy of the the current memorandum of understanding or dissolution agreement thereof is available to any SOFSA member upon request.

5.02 Conflict of Interest

This Conflict of Interest (COI) policy is designed to identify situations that present potential COI and to provide a procedure to appropriately manage conflicts in accordance with the goals of accountability and transparency.

Definition of COI: 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. 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. 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.

COI Procedures: Prior to board or committee action on a Contract or Transaction involving a COI, a director or committee member having a COI and who attends the meeting shall disclose all facts material to the COI. 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.

A person who has a COI 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.

A person who has a COI 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 COI exists, the individual with the potential conflict shall disclose the circumstances to the Advisory Board, who shall determine whether there exists a COI is subject to this policy.

COI 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 averse 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).

Article 6: Amendments to Bylaws

These bylaws were initially adopted on <DATE>. 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.