



## **BYLAWS**

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### **Article 1**

#### **Values**

Adopted April 10, 2011

#### **Section 1. Inclusion**

We recognize the benefits of inclusion and diversity are defined by, but not limited to: age, socio-economic status, gender, abilities, race/ethnicity, culture (including language), areas of residence, interests, and expertise, education, skills and perspective, participation in the food system, and various levels of access to fresh, healthy, and affordable food.

#### **Section 2. Transparency and Access**

We will provide opportunities to: see in to and understand the process, engage, report back, and foster opportunities for meaningful participation regarding goals and evaluation.

We will provide opportunities for different people to find multiple ways in to the process through collaboration and engagement.

We will foster openness between members about what we represent, what we know about, sharing outcomes/data, and sharing solutions.

#### **Section 3. Shared Leadership**

We believe all members have the ability to lead the group in some manner. We commit to promoting leadership among members. We believe that all members bring expertise, knowledge, passion and diversity.

#### **Section 4. Integrity and Shared Accountability**

We are committed to putting the goals and mission of the FPAC ahead of our self-interest. We are committing to a productive process in which every critique is accompanied by a suggestion/adding value. Each member is accountable for meeting the goals and mission of the council, sharing resources available, and communicating about those resources. Each member is responsible for bringing the work of the Council out to the community and doing what we say we are going to do.

#### **Section 5. Trust**

FPAC members commit to communicate in open and honest ways, both internally and externally, in terms of intent and impact. FPAC members commit to build relationships and communicate. FPAC members commit to listen with the intent to understand but not judge (active listening).

#### **Section 6. Clarity in Decision-Making**

FPAC members will conscientiously work within a decision-making process that is clear and is constantly improved.

#### **Section 7. Flexibility**

We commit to be open to changes and invite innovation. The work of the FPAC is dynamic. The FPAC strives to improve, achieve, and keep moving.

#### **Section 8. Effectiveness**

We are committed to being effective and open to internal/external evaluation.

### **Article 2**

#### **Adoption and Decision Making Process**

Adopted April 10, 2011

#### **Section 1. Terms**

FPAC voting members are appointed for three-year terms. Missing three meetings a year without prior discussion with one of the FPAC co-chairs is deemed equivalent to a resignation. The FPAC Governance and Membership Sub-Committee shall appoint new interim members during the year as needed, and shall propose new members to be formally appointed to the full membership of the FPAC annually. Term limits do not apply to ex-officio members as those individuals serve as part of their employment status and job function.

#### **Section 2. Meeting Frequency**

Formal meetings of the full FPAC are held six times per year. Meetings take place in February, April, June, August, October, and December.

Less formal working groups or sub-committees, which review issues in detail and prepare recommendations for the full FPAC meetings, meet on an ad hoc basis as determined by sub-committee.

### **Section 3. Quorum**

A quorum consists of 51% FPAC voting members in attendance. Ex-officio members do not vote on action items and their attendance does not count towards a meeting quorum.

FPAC voting members may vote on action items by sending an email to the co-chairs and [fpac@phila.gov](mailto:fpac@phila.gov) at least 24 hours prior to a meeting if they are unable to attend. However, voting via email does not count towards quorum.

FPAC voting members in attendance can abstain from a vote. This does not affect quorum.

### **Section 4. Decision-Making Structure**

Decisions shall be made by Modified Consensus Building:

1. A sub-committee, FPAC member, or member of the public may present a recommendation or resolution to the FPAC and ask the FPAC to adopt it. If it is an action item, the request should be made in a standard “action item” format.
2. Draft proposals or requests for action must be submitted electronically as a PDF to the full FPAC (via [fpac@phila.gov](mailto:fpac@phila.gov) email address) for review at least 5 full working days before next FPAC meeting.
3. At FPAC meeting, sub-committee, FPAC member, or member of the public presents proposal or request for action.
4. The FPAC hears all viewpoints:
  - a. FPAC and/or presenter can hear and address concerns
  - b. FPAC and/or presenter can hear reservations
  - c. Members of the public can make comments.
5. Co-chairs seek consensus
6. If there is no consensus, a co-chair can ask to take a vote noting:
  - a. Blocking concerns
  - b. Abstentions
7. Decision shall be made by “consensus minus one”
  - a. FPAC can make a motion and vote to:
    - i. Adopt resolution as is.
    - ii. Adopt resolution with modifications.
    - iii. Table resolution until next FPAC meeting.
    - iv. Table resolution until a future FPAC meeting, and request additional research or follow-up presentation.
    - v. Do not adopt resolution.
8. If a time sensitive decision must be made before the next FPAC meeting, members can vote via email. A co-chair will be responsible for emailing the action item out to the FPAC, moderating any email discussion, and requesting a vote by a specific deadline. Members who fail to meet the deadline count as an abstention. Members can consciously abstain as well.

### **Section 5. Types of Action Items**

The FPAC can take action on the following items:

1. Operational policies and membership that affect and guide FPAC governance.
2. Recommendations from sub-committees.
3. Proposed policies, and legislation laws before the Philadelphia City Council.
4. Proposed policies and regulations before other city commissions and councils.
5. Requests by individuals, organizations or agencies to support a specific policy effort.
6. Proposed policies, legislations, authoring or signing letters of support, or joining a coalition pertinent to state and national levels.
7. Authoring press releases, editorials, and letters to the editor representing the FPAC's viewpoint.
8. Testifying at a public hearing on behalf of the FPAC or an FPAC subcommittee.

### **Article 3**

#### **Inaugural Term Limits**

Adopted April 10, 2011

#### **Section 1. Term**

Each voting council member is appointed to a three-year term. A council member can serve up to two contiguous terms. A council member cycling off the council is strongly encouraged to stay active in the FPAC by participating in sub-committees, attending FPAC meetings, and participating in other FPAC activities. Each term expires in December of that designated year. Members are eligible for automatic renewal of one additional three-year term without full FPAC vote.

#### **Section 2. Inaugural Class Assignments**

Total voting members are divided by three and then assigned to classes by blind draw. Any current members who do not want to serve a second term will be assigned to a class year based on several factors, including their personal schedules and their role on a sub-committee. The inaugural classes include the class of 2013, 2014, and 2015.

### **Article 4**

#### **Co-chair Nomination and Appointment Process**

Adopted October 16, 2012

#### **Section 1. Nominations**

Members must serve on the council for one year before being nominated for co-chair. All affiliates of FPAC (i.e. appointed members, ex-officio members, subcommittee participants, members of the public) may nominate an appointed FPAC member or ex-officio for a co-chair position. Appointed FPAC members may nominate themselves for a co-chair position. A designated member, or members, of the Governance and Membership Subcommittee communicates the open seat to the council and facilitates the process for collecting nominations. Nominations can be collected through: email, phone, member surveys, and on the floor at general meetings.

#### **Section 2. Responsibilities**

Co-chairs preside at general meetings, are the principal spokespersons for FPAC, and sign official communications from FPAC.

### **Section 3. Terms**

Co-chair terms are from October to October. One co-chair serves a one-year term and one co-chair serves a two-year term. Co-chairs decide among themselves who serves one year and who serves two years. Co-chairs can serve a maximum of two terms. One co-chair must be an appointed member and one must be an ex-officio member.

### **Section 4. Appointments**

Nominations are announced at the October general meeting and, if quorum is met, appointed FPAC members anonymously vote on the list of nominations using a paper ballot. Votes are tallied and newly appointed co-chairs are announced during the October general meeting.

## **Article 5**

### **Process to Decide Whether to Testify on an Item Before City Council**

Adopted November 30, 2012

### **Section 1. Introduction**

An appointed member or representative from a sub-committee can bring an action item to the full council requesting that FPAC testify before Council on an item related to the FPAC's mission.

### **Section 2. Request**

A request can propose a particular approach for the issue in question or can simply suggest that the FPAC's voice would be important and discussion is needed to determine FPAC's position.

### **Section 3. Quorum**

A quorum of appointed members must vote this action item. This means that 51% of appointed members must send in an email response (Approve/Disapprove/Abstain).

### **Section 4. Vote**

Email votes must be sent to the full council (by "reply all") or, if anonymity is preferred, the FPAC email [FPAC.fpac@Phila.gov] within 1 business day.

### **Section 5. Amendments**

If an appointed member wishes to comment on the proposed action item or make an amendment, that member should "reply all" to the full council email list (including ex officio and subcommittee members who are not appointed members).

### **Section 6. Approval**

If 51% of the quorum vote approve the action item, there is agreement that FPAC should testify and take a particular position before City Council.

### **Section 7. Written Testimony**

Once the FPAC has determined that it should take a position on an issue before council, a working group of interested members should develop written testimony and submit it to the full Council who must approve or disapprove within one business day.

**Article 6**  
**Interim Member Nomination, Application, and Appointment Process for 2012**  
Adopted January 25, 2013

**Section 1. 2012 Nomination process**

Appointed members, ex-officio members, sub-committee participants, organizational representatives, and members of the public nominated individuals for appointment to the FPAC.

Appointed member terms:

- Members appointed in Calendar Year 2013 will serve a three-year term based on the start of the calendar year. Terms will end on December 31, 2015.
- Appointed members can serve a maximum of two (2) contiguous terms

Nominations for new appointed members were collected throughout the latter half of 2012 into early 2013. A representative of the Governance and Membership Sub-committee acted as a point of communication, facilitated the process for collecting nominations, and coordinated nominations for approval by the full Council. Members of the Governance and Membership Sub-committee also sought recommendations for nominations from various organizations in the Greater Philadelphia region.

Nominations were collected through:

- Email (fpac@phila.gov)
- Member surveys

The FPAC Coordinator is responsible for maintaining a record of all appointed member nominations.

**Section 2. 2012 Application process**

The Governance and Membership Sub-committee determined the number of known open seats based on current members' term expirations and the minimum and maximum number of seats on the Council. The Governance and Membership Subcommittee recommends maintaining a minimum of 27 appointed members and a maximum of 35 appointed members at any one time.

The Governance and Membership Sub-committee set an aspirational goal of eight (8) new members for the 2012 nomination round. More nominees can be appointed at any time during the year.

All nominations collected over the previous 12 months were reviewed by the sub-committee. The sub-committee sought additional nominations.

Representatives of the Governance and Membership Sub-committee contacted nine (9) nominees to confirm their interest in membership through email or phone. Eight (8) nominees expressed interest in pursuing their nominations and submitted biographical statements.

The Governance and Membership Sub-committee will present a recommended slate of nominees for approval by the full Council at the next general meeting on February 11<sup>th</sup>, 2013. If quorum is met, current appointed members (i.e. voting members) take an anonymous vote

using a paper ballot. The sub-committee, Co-chairs, and Coordinator will facilitate the voting. Votes will be immediately tallied and announced at the conclusion of the general meeting.

### **Section 3. Appointment process**

Summary of appointment process:

- Approved nominations submitted to the Mayor as a request from the full FPAC;
- Mayor reviews nominations and appoints new member(s) via letter;
- New members required to complete Board of Ethics training session and financial disclosure form(s).

After the FPAC meeting at which there is a vote, recommended nominees are notified by the FPAC Coordinator. The Co-chairs then submit a written request to the Mayor for appointment.

The appointment process officially begins with a signed letter from the Mayor. Appointments are not final and complete until all ethics provisions that apply to City of Philadelphia officials are met.

According to the Guidelines for Members of City Boards and Commissions, FPAC members are defined as a “Board or Commission Member” and must complete the “City” Financial Disclosure Form. All appointed members must a) attend a three (3) hour ethics training session and b) submit a Statement of Financial Interests within 30 days of the official appointment letter date.

The Governance and Membership Sub-committee coordinates new member orientation with other Sub-Committee chairs and FPAC co-chairs.

## **Article 7**

Duties of Appointed Members, Co-chairs, and Coordinator  
Adopted April 24, 2013

### **Section 1. Appointed member duties**

- Represent themselves rather than any organization they may be affiliated with
- Serve on the Council to provide the perspective of a particular sector or interest
- Uphold decisions made by the Council on mission, values, processes, and strategies
- Commit to keeping the work of the Council going between general and sub-committee meetings
- Read minutes when a meeting has been missed
- Build trust by meeting commitments to one another

### **Section 2. Co-chair duties**

- Uphold decisions made by the Council on mission, values, processes, and strategies
- Commit to keeping the work of the Council going between general and sub-committee meetings
- Build trust by meeting commitments to one another
- Lead general meetings
- Serve as the main liaisons between the Council and government representatives
- Ensure the Council acts in accordance with policies and missions
- Facilitate consensus decision-making whenever possible

- Develop meeting agendas with staff
- Conduct member surveys
- Work with Council and Coordinator to develop long-term plans

### **Section 3. Coordinator duties**

- Uphold decisions made by the Council on mission, values, processes, and strategies
- Commit to keeping the work of the Council going between general and sub-committee meetings
- Build trust by meeting commitments to one another
- Commit to keeping the work of the Council going between general and sub-committee meetings
- Ensure the Council acts in accordance with policies and missions
- Develop meeting agendas with Co-chairs
- Conduct member surveys
- Work with Council and Co-chairs to develop long-term plans
- Communicate general meeting dates, times, and locations
- Send minutes, next agenda, and any attachments to Council 1-2 weeks prior to general meetings
- Record minutes at general meetings
- Record keeping: appointed member rosters, official appointment paperwork, attendance, and adopted by-laws
- Maintain website (with Communications and Outreach Sub-committee)
- Facilitate email voting on action items
- Draft reports as needed
- Research food policies and programs

## **Article 8**

### **Attendance Policy for Appointed Members Adopted April 24, 2013**

### **Background**

FPAC by-law Article 2, Section 1 states that missing three (3) meetings a year without prior discussion with one of the FPAC Co-chairs is deemed equivalent to a resignation. The following three sections expands on this to form an attendance policy for appointed members.

### **Section 1. Attendance record**

The FPAC Coordinator shall record the full names of those appointed members present and absent in the minutes of each scheduled general meeting and shall provide the Co-chairs with a signed copy of the minutes upon their approval by the Council. If the Coordinator is not present at a general meeting, the person responsible for recording the minutes shall perform this function.

The attendance record form will be provided by the Coordinator who shall establish a format that will meet the need to provide a continuous record for periodic reporting to the Council and allow attendance problems to be identified and addressed in a timely manner.

### **Section 2. Absence from general meetings**

When an appointed member is absent from two (2) regularly scheduled general meetings during the Council's calendar year (October through August), the Co-chairs shall request that the appointed member provide a written explanation of the absences. If the Co-chair finds the explanation acceptable, the absences shall be considered excused and will not accrue for purposes of resignation from the Council. If the Co-chairs reject the explanation, the absences will accrue for purposes of resignation. Circumstances around the absence(s) and participation at general meetings and with sub-committees will be taken into consideration when determining excused/unexcused absences. If an appointed member is absent from two (2) general meetings and makes no effort to comply with the Co-chairs' request for an explanation, those absences will accrue for purposes of resignation. Accrual of three (3) excused absences shall result in a conversation with the Co-chairs about the member's commitment to the Council and interest in continuing. Accrual of four (4) unexcused absences shall result in dismissal from the Council. This policy becomes effective upon adoption and all previous attendance records will be cleared and start again.

### **Section 3. Removal due to absences**

When an appointed member is absent from three (3) regularly scheduled general meetings during the Council's calendar year and, consistent with the procedure set forth in Section 2, the Council rejects the explanation of absences or no explanation is forthcoming, the appointed member shall be notified by email that he/she has been removed from the Council by a vote of his/her peers. The Coordinator of the Council shall notify the Governance and Membership Sub-committee of the vacancy, and the sub-committee will add the vacancy to the appointed member nomination process.

## **Article 9**

### **Resignation of Appointed Members Adopted April 24, 2013**

### **Section 1. Mechanism for resigning**

An appointed member may resign at any time by delivering written notice to the Council, Co-chairs, or Coordinator. Resignation will begin on the date specified by the appointed member.

### **Section 2. Resignation due to excessive absences**

Any appointed member with four (4) unexcused absences from general meetings, as described in the 'Attendance Policy for Appointed Members' (Bylaw Article 8), may be asked to step down from the Council.

### **Section 3. Leave of absence**

Members may take a leave of absence of a predetermined length by delivering written notice to the Council, Co-chairs, or Coordinator.

## **Article 10**

### **Media and Communications Guidelines Adopted June 13, 2013**

### **Section 1. Objectives**

To contribute to raising the FPAC profile among city agencies, officials and citizens to establish our relevance as a policy source for Philadelphia's Food System.

To establish the FPAC as a strong and consistent voice on Food Systems Issues in the media.

To establish clear and concise guidelines on the collection and dissemination of FPAC related news, opinions and internal communication.

To attempt to foresee a variety of possible circumstances and scenarios as related to information collection and dissemination for the purposes of creating a transparent and effective media strategy and policy.

## **Section 2. Internal communications guidelines**

Communications Committee Point of Contact:

- All correspondence should be sent to both the Communications Committee Chair and the FPAC Coordinator, labeled Committee Chair/Coordinator herein this document.

Bi-Monthly News Letter:

- All council wide updates for off-meeting months will be provided in the monthly internal newsletter.
- Internal News Letters will provide General FPAC and Sub-Committee updates on meeting dates, events, member updates and council/committee business.
- Newsletters will come out on the 2<sup>nd</sup> Wednesday of each off-meeting month.
- Committee/Council chairs will provide all materials to the Communications Committee Chair/Coordinator by the first Wednesday of each off-meeting month.
- It will be the responsibility of Committee/Council chairs to collect all information from General Membership.

Mass Email Policy:

- It will be policy that FPAC General Members will be allowed to send a mass email to the entire list serve only in the case of time sensitive materials (please place all email addresses in BCC to prevent reply all emails).
- In case of a general vote needed, the FPAC Coordinator will take over email facilitation of vote after mass email is sent calling for a vote.
- In the case of updates, events, FPAC related information or non-FPAC business, all correspondence should be sent to the Communications and Outreach Committee Chair/Coordinator for dissemination to General Committee.
- The FPAC general email list will exist in the Dropbox for use by FPAC members for time sensitive mass emails.

Committee Rules on Email Policy:

- Committees will be responsible for setting their own internal communications policy.

Policy on Using Technological Communications for FPAC Committee Members:

- Being that the FPAC acts in a professional capacity, it is required that all members will make the greatest effort to utilize the electronic communications systems utilized by the

Communications and Outreach Committee (email, website, etc.) If an FPAC member does not have access to a personal computer, the Communications and Outreach Committee and FPAC chairs will work toward a solution to find access for that FPAC member or make other arrangements.

File Storage and Meeting Calendar:

- FPAC General and Committee agendas, meeting minutes, and other supporting documents will be stored in a Dropbox account accessible to all FPAC members.
- The FPAC meeting calendar will be available on the FPAC general website.

**Section 3. External communications guidelines**

Committee Dissemination of Information Policy:

- The Communications and Outreach Committee will send out press releases, editorials/op-eds, press statements and event notices to national, regional and local media outlets as well as to other FPAC's around the country.
- Forms of media to be targeted will be newspapers, television outlets, radio outlets, blogs, government publications and trade/stakeholder publications.
- The Communications and Outreach Committee will maintain a database of all press contacts in Dropbox folder.
- FPAC general members will be asked to share all existing and future related press contacts with The Communications and Outreach Committee.
- The Communications and Outreach Committee will send out physical notices of events in the form of invitations, posted fliers, handouts to communities where access to electronic media is not prevalent.
- The Communications and Outreach Committee Chair/FPAC Coordinator will check all public correspondence for factual accuracy and consistency with established FPAC materials.
- All major correspondence such as mission statement, website content and major press releases will be developed by The Communications and Outreach Committee with aid from FPAC general members and voted on for final approval by FPAC general membership and will be accessible in the drop box.
- All materials for letterhead, presentations (both electronic and physical), and all other branding will be collected by The Communications and Outreach Committee and will be approved by the FPAC membership for standardized language. All materials will be accessible in the dropbox
- A Press page will be developed on the FPAC General Site to track all press.

Collection of Information From Council Members Policy:

- Council Members and Council/Committee Chairs will be asked to provide information as representatives of the FPAC for requests for press releases, editorials/op-ed's, blogs, press statements and press notices.
- If request is FPAC General the request for information will be made to FPAC Co-Chairs.

- If request is Committee Specific the request for information will be made to Committee Chairs.
- It will be the goal of the Communications and Outreach Committee to offer Philadelphia media outlets with opinion and analysis from Food Systems experts on the FPAC. If a request is Subject Specific the request for information will be made to FPAC members who sign up as spokespeople in distinct expertise areas such as Urban Farming, Food Access, Food Business and Producers, Food Financing and Funding, Academic Food Study, and Food in Public Schools (If multiple people are signed up as spokespeople, selection will be at the discretion of The Communications and Outreach Committee Chair/FPAC Coordinator).
- Members will be asked to provide bios for the website.
- Members will be asked to volunteer to write blogs in specific areas.

#### FPAC Member Speaking to the Press Policy:

- As a general rule FPAC members are always welcomed to comment on issues under their individual identities
- The Communications and Outreach Committee realizes that FPAC members are public figures and from time to time will be approached by the press in real time or over email for a quote.
- If a media representative contacts an FPAC Member over the phone or by email for a quote that is FPAC related or specific, the FPAC Member should make all reasonable efforts to contact The Communications and Outreach Committee Chair/FPAC Coordinator first to coordinate providing information to the media representative.
- If an FPAC member is approached by a media representative in the public and asked for information about the FPAC or a comment on an issue (after a talk or event) that member should make all efforts to direct the media representative to The Communications and Outreach Committee Chair/FPAC Coordinator unless the question is specific to that person's position on the council.

#### Social Media Plan:

- The Communications and Outreach Committee will utilize the website and blog to promote information with the frequency of one blog per month. Blogs will be in a cycle of all four committees and then a guest blog from an individual FPAC Member (Committees will select bloggers). All blogs will be edited by The Communications and Outreach Committee Chair/FPAC Coordinator.
- The FPAC will be added as a hashtag on the Mayor's Office of Sustainability's Twitter Feed with the frequency of 2 tweets per week.
- FPAC notices and events will be posted on the Mayor's Office of Sustainability Facebook Page with the frequency of one post per week.
- An FPAC update will be added to the Greenworks Exchange from the Mayor's Office of Sustainability. All updates will be collected from the FPAC and edited by The Communications and Outreach Committee Chair/FPAC Coordinator.

- A social media calendar will be set up in the drop box and all FPAC members will be asked to provide materials for Facebook posts and Tweets to The Communications and Outreach Committee Chair/FPAC Coordinator via email.
- This system will exist for one year, at which time the system will be reevaluated for the need of The FPAC to have its own social media identity.