

Bylaws of Montgomery County Food Council, Inc.
*Adopted by the Council Members (9/3/15); Amended (11/4/15); Amended
(2/10/17); Amended (11/7/18)*

Article 1: Organization

The name of the organization is the Montgomery County Food Council, Inc. (MCFC).

Article 2: Nonprofit Status

A. MCFC is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (Code). The Corporation shall receive contributions and fees, and shall distribute its funds for civic, charitable, and/or educational purposes, as set forth in its Articles of Incorporation. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Maryland General Corporation Law, which applies to both stock and nonstock corporations, unless a specific provision or the context of a provision clearly provides or suggests otherwise; this is provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by its Articles of Incorporation.

B. As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda. The Corporation may only act to influence legislation to the extent permitted by the provisions of the Code for organizations exempt from Federal income taxes pursuant to Section 501(c)(3) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c) of the Code.

Article 3: Purpose

A. The mission of MCFC is to bring together a diverse representation of stakeholders in a public and private partnership to improve the environmental, economic, social, and nutritional health of Montgomery County, Maryland through the creation of a robust, local, sustainable food system.

B. The purpose of MCFC is to:

- Serve as a forum for food system work in Montgomery County through connecting action groups, communities, businesses, and state agencies;

- Address challenges and opportunities in the local food system with a comprehensive and collaborative approach;
- Engage constituents with the local food system through job opportunities, volunteer projects, and purchasing practices; and
- Educate Montgomery County residents and institutions to promote a greater awareness of the entire food cycle: where food comes from, where it ends up, and its social, environmental, and economic impacts.

Article 4: No Issuance of Stock

MCFC was formed under Subtitle 2 (Nonstock Corporations) of the Maryland General Corporation Law. As a nonstock corporation, MCFC shall issue no shares of capital stock, and no person shall have any ownership interest, directly or indirectly, in MCFC.

Article 5: Council Members

A. MCFC shall be subject to the general oversight and direction of the Council Members. There shall be no fewer than 13, and no more than 25, Council Members.

B. Council Members must live, work or have a strong interest/investment in Montgomery County, Maryland. They shall provide expertise in one or more local food-related issues. They shall represent one of the five food system sectors (production, processing, distribution, consumption, waste management) and/or one of the following groups:

- Business Community
- Local Governance
- Community Organizations and Citizens
- Health and Educational Organizations
- Rural and Regional Organizations.

C Each Council Member shall serve a two-year term, with the potential for a second consecutive two-year term. After serving two consecutive terms and taking a sabbatical of at least one year, a Council Member may be considered for two additional two-year terms. Notwithstanding the foregoing, as determined by the Council the term of a particular Council Member may be less than or more than two years in an effort to stagger terms to ensure that there is some continuity of membership from year-to-year in future years.

D. Council Members shall have the right to vote on the following matters:

- Approval of MCFC public policy positions or requests to endorse another group’s policy positions. This right is exercised by serving on the policy committee unless an issue is brought for a full Council vote;
- Adoption of the overall MCFC strategic plan;

- Creation of new Working Groups, Committees, and/or Task Forces as needed;
- Election of members of the Board of Directors and Officers; and
- Any other matter that the Board of Directors determines should be submitted to the Council for approval.

E. One-half of the members in good standing entitled to vote, present in person, by electronic device or by proxy, shall be sufficient to constitute a quorum at all Council meetings for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation of this Association, or by these Bylaws.

F. Where a quorum is present at any meeting, the vote of a majority of the members present in person, electronically, or by proxy shall decide any question brought before such meeting, unless the question is one as to which, by express provision of law, the Articles of Incorporation or these Bylaws, a larger or different vote is required, in which case such express provision shall govern and control the decision.

G. At any meeting of members, each member is entitled to one vote. The member may exercise such voting right either in person or by written proxy which shall be filed with the secretary of the meeting before being voted.

H. The Board of Directors shall convene an annual meeting of the full Council in the first calendar quarter of each year after due notice to all Council Members. The Board of Directors shall set the meeting schedule for the remainder of the year after discussion at the annual meeting. In general, the Council shall meet bi-monthly for internal Council business. Unless otherwise specified in the notice of a meeting, any Member may attend a meeting of the Council by telephone or other electronic device, so long as all Members may hear each other during the course of the meeting.

I. Notice of meetings of the Council shall be in compliance with the laws of Maryland and shall be given to each Council Member not less than 5 days before the meeting by delivering notice thereof to each Council Member in person or to the Council Member's residence or business address (or such other place as the Council Member may have directed in writing) by mail, messenger, e-mail, or other means of written communication. Any such notice shall set forth the time and place of the meeting but need not specify the matters to be addressed at the meeting.

J. A Council Member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next sentence of this paragraph, the waiver shall be in writing, signed by the Council Member entitled to the notice, and filed with the minutes or corporate records. A Council Member's attendance at or participation in a meeting waives any

required notice to the Council Member of the meeting unless the Council Member at the beginning of the meeting or promptly upon the Council Member's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

K. A Council Member is in jeopardy of losing their seat on the Council if the Council Member:

- is absent for more than one-half of the internal meetings during any 12-month period;
- violates the Council's conflict of interest policy or other Council policies;
- fails to co-facilitate a Working Group or actively participate in a Working Group or internal committee for longer than six months; or
- engages in any other activities that may reasonably be viewed as detrimental to MCFC and its mission.

The Food Council Executive Director shall keep attendance records and notify the Board of Directors of potential problems.

Any Council Member who believes a Council Member should be removed from their position may notify the Board of Directors with a letter explaining the reasons for removal. The Board of Directors shall meet, either virtually or in person, to assess whether further action is needed. If the Board of Directors agrees that there is cause for removal, either a representative of the Board of Directors or the Food Council Executive Director shall contact the Council Member under consideration, either virtually or in person, to discuss whether resignation or a leave of absence is in order. If the representative or Executive Director is unable to resolve the issue, the Board of Directors shall meet with the Member to discuss the issue(s) in greater detail to see if a solution can be found. If the Board of Directors is unable to resolve the problem, then the Member shall have the opportunity to speak with the entire Council. At the end of that meeting, the Council Members shall vote on whether the Member should maintain their position or be removed (with the Member under consideration for removal not being permitted to vote thereon).

L. Any Council Member needing to step away from their duties for a period of time shall submit a letter to the Board of Directors outlining their reasons for taking a leave of absence. A Council Member can only request a leave of absence for a total of four months during their term. The Board of Directors shall review the letter and make a recommendation to the rest of the Council. The Council shall vote whether or not to grant the leave of absence for the Council Member.

M. For every year served on the Montgomery County Food Council, each member is encouraged to contribute a personal, tax-deductible, charitable donation, of any amount, to demonstrate support for the mission and the work of the Council. *(Amendment added February 2017)*

Article 6: Board of Directors

A. Subject to the general oversight of the Council as set forth in Article 5, MCFC shall be governed by a Board of Directors. The Board shall have the control and management of the affairs and business of the Council, including approving the annual budget and proposing the strategic plan. The Board of Directors shall have power to do any and all lawful things and exercise any and all lawful powers to promote and carry out the objectives and purposes of this Council, as set forth herein and in the Articles of Incorporation of this organization.

B. The Board of Directors shall be composed of up to nine Members, including the Chair, Vice-Chair, Treasurer, and Secretary, all of whom shall be voting members. The Executive Director shall be a non-voting member of the Board of Directors. A minimum of two members of the Board of Directors must also be Food Council Members.

C. The Board of Directors shall be elected by a vote of the Council Members. Each Board of Directors Member shall serve a two-year term, with the potential for a second consecutive two-year term subject to renomination and confirming vote by the Food Council. After serving two consecutive terms and taking a sabbatical of at least one year, a Board of Directors Member may be considered for two additional two-year terms. The term of a particular Board of Directors Member may be less than or more than two years in an effort to stagger terms to ensure that there is some continuity of membership from year-to-year in future years. A Director may be removed from their position by a two-thirds vote of Council Members if the Director violates a Council policy or if they engage in any conduct or activity that may reasonably be viewed as detrimental to the MCFC or its mission.

D. An Executive Committee shall be comprised of the Board Officers (Chair, Vice Chair, Secretary, and Treasurer), one additional member of the Board of Directors, and the Executive Director as an Ex-Officio non-voting member. A minimum of one of the members of the Executive Committee shall be a Food Council Member. The Executive Committee shall have and may exercise, at all times when the Board of Directors is not in session, all the powers of the Board of Directors in the management of the business and affairs of the organization. The Executive Committee shall not have the power or authority to enter into an agreement of merger or consolidation; to sell, lease, or exchange all or substantially all of the organization's property and assets; to terminate any employment contracts; or to amend the Bylaws of the Association. All actions by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board succeeding such action.

E. One-half of the members in good standing entitled to vote, present in person, by electronic device or by proxy, shall be sufficient to constitute a quorum at all Board of Directors meetings for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation of this Association, or by these

Bylaws. A quorum of at least 50% of all Board of Directors Members is required for the conduct of any meeting. At any meeting at which a quorum is present, a matter shall be approved if Board Members constituting more than 50% of all members present vote in favor of the matter.

F. The Board of Directors shall meet as needed to conduct the business of the Council. At a minimum, the Board of Directors shall meet on a quarterly basis. Unless otherwise specified in the notice of a meeting, any Board Member may attend a Board of Directors meeting by telephone or other electronic device.

G. Notice of any meetings of the Board of Directors shall be in compliance with the laws of Maryland and shall be given by the Chair or Secretary to each Director not less than 5 days before the meeting, by delivering notice thereof to the Director in person or to the Director's residence or business address (or such other place as the Director may have directed in writing) by mail, messenger, E-mail, or other means of written communication. Any such notice shall set forth the time and place of the meeting but need not specify the matters to be addressed at the meeting.

H. A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next sentence of this paragraph, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

I. The Board of Directors shall report to the full Council any actions it takes at the next scheduled internal meeting of the Council.

J. For every year served on the Montgomery County Food Council, each Board of Directors Member shall contribute a personal, tax-deductible, charitable donation, of any amount, to demonstrate support for the mission and the work of the Council.

Article 7: Officers

A. The Board of Directors shall have the following Officers, who shall be elected by Council Members, by majority vote of all Council Members.

Board Chair. The Chair shall be the principal officer of the corporation. The duties of the Chair include those customary to the position of chairperson, such as presiding over meetings of the full Council, the Board of Directors and the public;

and performing such other duties as are necessarily incident to the office of chairperson or as may be prescribed by the Board.

Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the event of the Chair's temporary absence, and shall have other duties as the Chair or the Board of Directors may assign.

Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the organization and shall make disbursements authorized by the Board of Directors. The Treasurer shall deposit all sums in the designated bank or trust company, approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the Chair. The funds, books, and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors or its designee, or at the direction of a majority of the Members of the full Council.

Secretary. The Secretary shall ensure that notice required by these Bylaws is given and shall ensure a record is maintained of all proceedings of the Board of Directors and the Council Members. The Secretary may perform any other duties incident to the office of Secretary or assigned by the Chair.

Executive Director. An Executive Director shall be directly responsible to the Board of Directors. The Executive Director is responsible for the day-to-day management of MCFC and implementation of the plans and policies authorized by the Board of Directors. The Executive Director provides leadership in developing programs, strategic planning, and financial and budget oversight in collaboration with the Board of Directors. The Executive Director serves as an Ex-Officio member of the Board of Directors, Nominating Committee, and Policy Committee without vote. The Executive Director shall be appointed by the Board of Directors which shall establish his or her terms and conditions of employment.

B. An individual may be removed as an Officer by two-thirds vote of the Council Members for the reasons specified for removal of a Director in Article 6 Section C of these bylaws. An individual may resign from his or her position as an Officer by notice to all other members of the Board of Directors. Resignation or removal of an Officer shall automatically remove that individual from the Board of Directors.

C. If any individual shall no longer serve as an Officer, there shall automatically be a vacancy on the Board. The remaining Board members shall nominate another Board member to fill the vacancy and submit that nomination to the Council for approval by majority vote of all Council Members.

Article 8: Compensation

- A. No Council Member or member of the Board of Directors, other than the Executive Director, shall be entitled to receive any salary or compensation in his or her capacity as a Council, Board Member, or Officer.
- B. With approval of the Board of Directors, the Executive Director may hire other personnel to assist in the operations of MCFC.

Article 9: Working Groups and Committees

- A. Council Members may vote to establish new Working Groups, Committees, or Task Forces as needed to further the mission and goals of MCFC.
- B. Committees are internal subcommittees that address operational or strategic matters of the organization. These committees are comprised of Members of the Food Council and/or Board of Directors and meet on a regular or ad-hoc basis. Any member of the Food Council can volunteer to serve on any of these committees.
- C. The Working Groups are subcommittees within MCFC, focused on addressing specific issues. The groups shall propose projects, policies, and partnerships, conduct research, inform, and recommend policy change, and develop initiatives that will help them achieve specific goals related to MCFC's overarching strategic goals and priorities. Anyone is invited to join the Working Groups, which meet more frequently and independently from the full Council. The volunteer efforts of the Working Groups are instrumental in the successful achievement of MCFC's goals. Working Groups are facilitated by at least one member of the Council.
- D. At the time of adoption of these Bylaws, MCFC has the following internal Committees and public Working Groups:

Committees:

- Policy
- Development
- Monitoring and Evaluation

Working Groups:

- Environmental Impact
- Food Economy
- Food Education
- Food Recovery and Access

Article 10: Nominating Committee

- A. Candidates for the Board of Directors and the Food Council shall be nominated by a Nominating Committee. The Nominating Committee shall consist of

the current Board Chair, the Immediate Past Board Chair, two Food Council Members, and one additional Member of the Board of Directors selected by the Board Chair. The Executive Director shall serve as an Ex-Officio non-voting member.

B. The Board of Directors shall nominate a Committee Chair, with priority given to the immediate Past Board Chair, and establish rules for Committee procedure. Before each Food Council annual meeting, the Committee shall nominate candidates for each office and each Board and Food Council Member position to be filled. It should seek to ensure that the list of candidates is appropriately balanced in subject-matter expertise, as well as reflects the racial, ethnic, socioeconomic, cultural, and geographic diversity of Montgomery County. The Committee shall ensure that a nominee for Board Chair be either a Food Council Member or qualified to be a Food Council Member. The Committee may perform its duties by consultation at meetings, electronically, or by letter or telephone.

C. The names of candidates selected by the Committee shall accompany the notice of the annual meeting sent to each of the members. New Board Members, Officers, and Food Council Members shall be elected from the slate of nominees proposed by the Nominating Committee. Council Members may vote on the slate of nominees by mail, electronic, or online ballot which must be returned to the Secretary in the manner specified with the ballot at least 10 days before the annual meeting.

D. In the event of a mid-year vacancy on the Food Council or the Board of Directors, the remaining Board members can nominate another individual to fill the vacancy and submit that nomination to the Council for approval by a vote of more than 50% of all members present in person, by electronic device, or by proxy, at the next meeting at which a quorum is present.

Article 11: Annual Audit

An audit of the books and records of the Council shall be done annually by an independent certified public accountant. The auditor shall be responsible to the Board Chair, but shall maintain direct contact with the Executive Director, the Treasurer, and an Audit Committee, if there is one to assist them in ensuring that proper procedures are established in the administration of the financial affairs of the organization and otherwise to assist them in the discharge of their duties.

Article 12: Amendments

These Bylaws may be altered, amended, repealed, or added to by a majority vote of the Board of Directors members present in person, by electronic device or by proxy, at the next meeting at which a quorum is present.

Article 13: Dissolution

Upon the dissolution of MCFC, all of its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes consistent with Section 501(c)(3) of the Code.

Signed and Dated by Jeffrey Clark, Corporate Secretary of the Montgomery County Food Council