

BYLAWS  
OF  
PIEDMONT TRIAD REGIONAL FOOD COUNCIL  
Amended December 7, 2021

**Article 1. Name**

The name of the food policy council is “Piedmont Triad Regional Food Council” hereinafter referred to as the “Food Council”. The Food Council has been created as a council under the Piedmont Triad Regional Development Corporation (“PTRDC”). PTRDC has been established as a nonprofit corporation under Chapter 55A of the General Statutes of North Carolina (“Nonprofit Corporation Act”). It is organized exclusively for charitable purposes as such term is defined in section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future US tax law) and accompanying regulations. PTRFC is not a separate legal entity from PRTDC.

**Article 2. Purpose**

Section 2.1. Purpose. The Food Council seeks to influence policy by serving as an umbrella organization that provides credible fiscal and administrative structure to leveraging resources and to building political and public support; promote collaboration by convening regional food system stakeholders to share best practices and resources, to increase collaboration, to provide, program alignment, and to energize the network with connection; catalyze transformation by researching and analyzing local food system’s economic development opportunities; and provide technical assistance for capacity-building activities related to regional and local economic, social, and community development. The Food Council will undertake activities in the twelve-county Piedmont Triad Region encompassing Alamance, Caswell, Davidson, Davie, Forsyth, Guilford, Montgomery, Randolph, Rockingham, Stokes, Surry and Yadkin counties and their municipalities.

**Article 3. Duties of the Food Council**

Section 3.1. Duties. The Food Council will develop studies to understand the current food system challenges, successes, and growth opportunities. The Food Council will also support and develop local food access, education, community outreach, policy change, local food producers and businesses.

Section 3.2. Budgets. The PTRDC will initially serve as the fiscal agent of the Food Council. As dynamics change, so will this provision.

**Article 4. Membership**

Section 4.1. Membership. The Food Council will have up to 25 members who represent a broad array of food system sectors, balance rural and urban, and come from a variety of socio-economic, cultural, racial, and gender backgrounds. It is the goal to have at least one member from each county in the Piedmont Triad Region.

Section 4.2. Term and Appointment of Members. Members will be appointed to a two-year term. All terms commence in January and all terms end in December. A member may be re-appointed for two additional two-year terms. After serving three two-year terms, a member is

not eligible for appointment for a period of one-year after the end of the person's last term. Appointment is based upon majority approval of the Food Council members at the regularly scheduled Food Council meeting. In order to stagger the terms of the members, the initial Food Council members will be assigned one-year or two-year terms.

Section 4.3. Member Responsibility. Members are expected to participate in the work of the Food Council and its subcommittees. Members' duties are to: be present for all meeting or participate via electronic means if unable to attend in person; value each other's opinions, fully participate, actively listen, and use open communication methods; and help maintain the direction, purposes and goals, functions, and responsibilities of the Food Council through participation in subcommittees and deliberations.

Section 4.4. Membership Committee. The membership committee is responsible for recruiting new council members; ensuring that council members are representative of the local food system; receiving and reviewing candidates; and submitting candidates/applicants for full council vote. The membership committee is a subcommittee of the Food Council and is responsible for determining the equitable and inclusive methodology for accomplishing the directive set out in the previous sentence.

Section 4.5. Membership Attendance. When a food council member is absent from more than three (3) regularly scheduled Food Council meetings during the Council's calendar year, the Co-chairs may request that the individual's membership be under consideration. Circumstances around the absence(s) and participation at general meetings and with subcommittees will be taken into consideration. Accrual of more than three (3) absences with no explanation will result in termination of membership.

Section 4.6. Replacement of Members. In the event a member is unable to complete their term, a replacement member may be elected at the next Food Council monthly meeting following notice of the member's Co-Chair's decision. The replacement member will serve for the remainder of the replaced member's term. A replacement member will be recommended to the Food Council by the Membership Committee.

## **Article 5. Co-Chairs**

Section 5.1. Co-Chairs Roles and Responsibilities. The role of a Co-Chair includes: facilitate monthly meetings and/or specific agenda items; review the monthly meeting agenda with the Food Council Coordinator (the "Coordinator") prior to the meeting -- this is typically done via email and very rarely as a conference call; organize and motivate workgroup, stakeholder, and community involvement; encouraged to represent PTRFC at conferences and other similar activities; support the Coordinator when questions or decisions come up -- this often looks like a forwarded email or less often a short phone call a few times a month. The responsibilities of the Co-Chair include: uphold decisions made by the Council on mission, values, processes, and strategies; build trust by meeting commitments to one another; facilitate general meetings; assist with succession planning and on-boarding new members; ensure the Council acts in accordance with policies and missions; facilitate general consensus decision-making when possible; coordinate and foster communication among the council; work with Council and Coordinator to develop long-term plans. Co-chairs are authorized to act on behalf of the Food Council in between full council meetings.

Section 5.2. Election of Co-Chairs. Annually, one Co-Chair will be elected to a two-year term. For the initial Co-Chair election, one Co-Chair will be elected for a two-year term and

one Co-Chair will be elected for a one-year term. The Co-Chair term will coincide with the terms of the members: January 1st through December 31<sup>st</sup>. Any member may be nominated for election as a Co-Chair (unless the member is in the last year of their third two-year term as a member). A member may nominate themselves. Prior to the last Food Council meeting of the year, nominations will be accepted. Nominees will be encouraged to attend the full Food Council meeting prior to December, when the election will take place. The Co-Chair who receives a majority of the votes will be elected Co-Chair. In the event no candidate receives a majority of the votes, a run-off between the top two candidates will take place. Ballots may be accepted from members who are unable to attend the last Food Council meeting prior to the December meeting under any method approved by the Food Council.

Section 5.3. Replacement of a Co-Chair. In the event a Co-Chair is unable to complete their term, a replacement Co-Chair may be elected at the first full Food Council bi-monthly meeting following notice of the Co-Chair's decision. The replacement Co-Chair will serve for the remainder of the replaced member's term. Nominations and election of the replacement Co-Chair will occur at the first full meeting following the Co-Chair's decision. Notification of the election will be communicated by any reasonable means determined by the remaining Co-Chair.

## **Article 6. Subcommittees**

Section 6.1. Subcommittees. It is anticipated that much of the work of the Food Council will be accomplished through the use of subcommittees. The Food Council may establish subcommittees or working groups as determined from time to time. The subcommittees will coordinate efforts of mutual interest and identify opportunities for collaboration.

Section 6.2. Duties and Responsibilities: Subcommittees may make official recommendation to the food council members at the Council meeting; however, subcommittees are not provided the authority to act on behalf of the Council unless otherwise directed.

## **Article 7. Meetings**

Section 7.1. Regular Meetings. There shall be monthly meetings of the Food Council. An annual schedule is recommended to be adopted at the initial meeting of each fiscal year. Regular meetings will take place virtually on a monthly basis and in-person on a quarterly basis at the PTRDC offices located at 1398 Carrollton Crossing Drive, Kernersville, NC 27284, unless notification of a change is made in advance of the meeting. Food Council member shall conduct such business as may come before the meeting. The final meeting for the fiscal year shall be designated as the annual meeting at which time Co-Chairs shall be elected.

Section 7.2. Special Meetings. Special meetings of the Food Council may be called by or at the request of the Co-Chairs or any five Food Council members, provided that any such special meeting shall be held within one of the represented counties.

Section 7.3. Quorum. One half of the Food Council members shall constitute a quorum for the transaction of business at any meeting of the Food Council.

Section 7.4. Voting. At any meeting of the Food Council the affirmative vote of one-half (1/2) of those present shall be necessary to decide any question brought before the meeting. Should less than a quorum be assembled at a meeting, action may nevertheless be taken if such action shall be

supported by the same absolute number of votes as would be required for action at a meeting at which a quorum is assembled.

Section 7.5. Decision Making. At Council meetings, any Council member may present a proposal, request for action, or motion for the Council to consider. The PTRFC will hear all viewpoints and respond to concerns. Members of the public may also make comments. Co-chairs will seek affirmative vote of one-half (1/2) of those present Council members. If there is no affirmative vote, the proposal, request for action, or motion will be flooded. If a time sensitive decision must be made before the next Council meeting, members can vote via email.

Section 7.6. Absentee and Proxy Voting. Absentee voting and voting by proxy are permitted. Votes cast in either manner shall be noted in the minutes. An absentee ballot for Food Council members may be sent to those unable to attend the meeting at the request of the Food Council member. A Food Council member who wishes to vote in this manner shall return the ballot by electronic mail or facsimile at least one day before the meeting. A Food Council member who wishes to give their proxy to another Food Council member shall submit a statement to that effect by electronic mail or facsimile at least one day before the meeting. Absentee votes or proxy authorizations submitted later than one day before a meeting shall be invalid.

**Article 8. Additional Matters**

Section 8.1. Compensation and Reimbursement. Members shall not be compensated for their services but may be reimbursed for expenses incurred when representing the Food Council on official business.

Section 8.2. Conflict of Interest Policy. A Conflict of Interest Policy is a requirement for all Food Council members. At the first meeting of each fiscal year, Food Council members are required to sign and return their acknowledgement of the Conflict of Interest Policy.

Section 8.3. Fiscal Year. The Food Council’s fiscal year will begin on January 1st of each year and end on December 31<sup>st</sup> of each year.

**Article 9. Amendments**

Section 9.1. Amendments. The affirmative vote of a majority of the Food Council will be required to adopt these Bylaws as well as any future amendments.

**Article 10. Effective Date - Adoption**

Section 10.1. Effective Date. The effective date of these Bylaws shall be the day set forth below.

This the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

ATTEST:

DocuSigned by:  
*Kara Miller* 12/14/2021  
Kara Miller, Co-Chair

DocuSigned by:  
*Rachel Zimmer* 12/20/2021  
Rachel Zimmer, Co-Chair