

# Bylaws

## Wyoming Food Coalition: WY Food Matters

*This version of the bylaws was voted on and approved by the Board of Directors on November 7, 2023.*

### 1. Organization

#### 1.1. Status

The Wyoming Food Coalition (WFC or the Coalition) is a registered as a 501c(3) public foundation.

#### 1.2. Vision

We envision sustainable local food economies in Wyoming that are diverse, thriving, and equitable.

#### 1.3. Mission

To strengthen local food systems by connecting stakeholders and amplifying their voices so that Wyoming producers, eaters, and environments thrive.

#### 1.4. Values

Values that guide WFC work include: Equity & Inclusivity; Shared Leadership with Accountability & Transparency; Environmental Sustainability; Economic Opportunity; Indigenous Sovereignty; Dignity & Respect; and Action.

### 2. Definitions

- a) **Coalition Member or WFC Member** shall mean any person who has completed an application form, including agreeing that work done on behalf of or while representing the WFC will adhere to the WFC's vision, mission and values.
- b) **Coalition Advisor or WFC Advisor** shall mean any non-voting or non-member advisor or invited participant to the BoardLT/SC and WGs.
- c) **Board of Directors.** The WFC leadership team is a board of directors (the Board) composed of Working Group Chairs and at-large members elected by the WFC membership as a whole.
- d) **Working Group (WG).** A Working Group is a sub-group of WFC Members that studies, reports on, and takes actions within their topic. Working Groups make recommendations and report to the Leadership Taskforce or Steering Committee. WG work, conducted in the name of the WG and WFC, must be in the scope of the mission, vision and values of WFC overall.
- e) **Working Group Member.** Any WFC Member who is a voting member of their Working Group.
- f) **Working Group Chair.** A Working Group Chair is a WFC Member who is elected to lead a WG and represent that WG on the Board.

### 3. Structure

The WFC is made up of active voting Members who have completed an application form and agree to the WFC vision, mission, and values (see section 4 Membership). Members may serve on one or more

WGs. Each WG has an elected Chairperson. WGs may collaborate on specific issues with one or more other WGs. WGs receive direction from and report back to the Board. The Board is made up of the Chairs of each WG plus at least 4 elected at-large voting Members. If WGs are added or disbanded, at-large seats may be added or removed from the board to maintain an odd number of Board positions. The Board and each WG may also have non-voting Advisors who may be invited to participate in meetings or activities of the WFC and its WGs. The WFC may also hire paid employees, including an Executive Director, as funding allows.

## 4. Membership

### 4.1. Eligibility and Admission

Prospective members must complete an application form committing to the WFC vision, mission, and values and have a primary residence in Wyoming. Members will be asked to renew their commitments annually in December in advance of elections for the Board at-large positions. Current Members will be listed on the WFC website. At a minimum, membership status on the website will be updated yearly.

### 4.2. Responsibilities

WFC Members must strive to uphold WFC vision, mission, and values when working for or under the umbrella of WFC. They must confirm their membership annually to retain voting privileges.

### 4.3. Benefits

WFC Members vote on matters the Board puts before the membership including election of Board at-large representatives. WFC Members can elect to receive information and communication from any/all WGs and from WFC as a whole. WFC Members can also propose action items to WGs for consideration.

### 4.4. Withdrawal and Expulsion

Members may withdraw at any time upon written (email or hard copy) notice to either the Board or a WG Chair or upon a lapse of their membership.

WFC-related conflict among WFC Members, WGs, and/or the Board will be dealt with according to the WFC conflict resolution policy. As a final step, expulsion might be recommended. Particularly, the Board may expel a member from WFC, the Board, and/or WG for representing work as being associated with the WFC that clearly violates the WFC's mission, vision and/or values. Any case for expulsion must be formally brought to the Board by two or more Board or WG members with (a) which level or levels of membership for which they are recommending expulsion, (b) their reason and evidence for the proposal for expulsion (that must also be shared with the member in question) and (c) a response by the member in question or evidence that the member was given at least two weeks to respond in writing or through a teleconference with the Board. A member can only be removed by a supermajority vote of the Board (>70%).

## 5. Working Groups

### 5.1. Working Group Membership

- a) Only current WFC Members can be members of WGs.
- b) WG members vote on WG business including the election of the WG chair(s).

- c) Each WG may develop and maintain a group of non-voting WG Advisors. WG Advisors may volunteer to assist with particular WG actions and be part of communication and consultation networks. For example, a WG may maintain a communications list of people who are stakeholders in their WG work and may participate in doing that work, but who are not voting WG Members and may or may not be WFC Members.

## 5.2. Responsibilities

- a) Each WG will select its own chair(s) according to the schedule established in 6.3.
- b) Each WG will develop its own goals and actions. These goals will be updated annually.
- c) The Board can advise and support WGs as needed and requested.
- d) Actions to be taken on behalf of WFC can start in a WG or with the Board but must go through Board approval if they are likely to impact another WG or the WFC reputation as a whole.
- e) New actions, not previously reported e.g. in an annual action plan, should be reported to Board in advance when possible, ideally 2 weeks.

## 5.3. Working Group Meetings

WG Chairs call WG member meetings. WGs should hold at least quarterly meetings. Holding more meetings, or meetings that include WG Associate Members, are at the discretion of each WG.

## 5.4. Working Group Decision Making

- a) Working Groups may decide on their own rules for decision making, so long as these rules are consistent with WFC values. Specifically, WG processes shall model equity & inclusivity; shared leadership with accountability & transparency; and dignity & respect. For transparency and clarity, each WG will share its process with the Board.
- b) Members and Advisors of a WG can undertake activities that do not fit the mission, values and vision of WFC, but must not do so with any WFC branding or connection to WFC.
- c) A WG can request support from WFC as a whole, for example to assist with marketing or policy change. In this case, the Board will assess the action using their formal decision-making process (section 6.5). A WG can work on a planned action or project while the Board is deciding on broader WFC involvement as long as the action or project has not been flagged as problematic by 2 or more Board members.

## 5.5. Working Group Leadership

WGs will select their own Chair(s) when a Chair's term limit has ended (see Section 6.3). Board representatives from a different WG can help coordinate nomination and selection of the WG chair according to the WG decision processes. In the event a WG chair steps down and a replacement is not immediately available, the Board President may act as an interim WG Chair to ensure the WG retains a voting seat on the Board. WGs chairs are expected to:

- a) Represent their WG on the Board (6.3a) to maintain active communication between the WG and the broader WFC, and between the WG and WFC program managers and administrators.
- b) Model WFC values in WG business.
- c) Support effective execution of annual goals and facilitate effective communications of WG, including planning and coordinating regular meetings.
- d) Foster active participation in the WG (authentic engagement of members and associates in pursuit of WG goals).

- e) Maintain a roster of formal WG members.

## 5.6. Adding to or Changing Existing Working Groups or Working Group Membership

New working groups may be added with the approval of the Board. Existing working groups may be dissolved if decided by that group's members using their decision-making process. Participation and membership in a WG is governed by the WG Members.

## 6. Board of Directors

### 6.1. Powers and Duties

Duties of the Board include, but are not limited to: overseeing the operations of WFC as a whole; establishing policies to govern operational decisions; keeping informed of WG actions and projects; discussing, making decisions about, and voting on actions and projects that affect WFC as a whole; directing proposed actions and projects to appropriate WG(s); promoting growth in membership and representing WFC in the community; and stewarding WFC funds and resources, as appropriate.

Summaries of Board meetings will be posted to the WFC website.

### 6.2. Board Membership and Numbers

The Board will be composed of WFC Members. The Board may also elect to include non-voting Advisors who can advise the Board but who would not vote on decisions made by the Board. Voting Board Members include each WG Chair plus at least 4 at-large Board members. If WGs are added or disbanded, at-large seats may be added or removed from the board to maintain an odd number of Board positions. In addition, non-voting participants in Board meetings will include any WFC VISTAs and any other coordinators who may take notes and participate in discussions.

### 6.3. Board Nominations, Elections, Terms, and Attendance

- a) WG Chairs serve on the Board. WG Chairs are chosen by their voting WG Members (section 5.5). A WG may choose to have co-chairs rather than one chair. When this is the case both co-chairs can serve on the Board; however, they have just one "vote" on behalf of their WG in the Board.
- b) The elected at-large members also serve on the Board. They are nominated by the total WFC membership, who will be invited to provide nominations using a form created by the Board. Nominees will become candidates if the nominee agrees to stand and provide a platform and biographical statement by a specified deadline. People can self-nominate. Nominees must be or become WFC members in order to stand. At-large nominees will be voted on by all WFC Members.
- c) When standing for election, all Board nominees (WG Chairs and at-large members) must identify whether they would like to serve for a 2 or a 3-year term.
- d) All Board Members can serve up to 2 consecutive terms. They may also serve 2 additional consecutive terms after a gap of at least 2 years, during which time they may remain Members of their WG(s). There are no term limits for Board Members, but there must be a gap of at least 2 years between each set of terms.
- e) Each year in the month after general elections of the at-large members, the Board will elect a President, Vice-President, Secretary, and Treasurer from among its current Board members. The Board President must be an at-large member, rather than a WG Chair. Executive Committee

members must be elected or re-elected each year but have no term limits beyond the term limits of the Board as a whole.

- a. The President of the Board will lead Board meetings, welcome new board members, address conflict among Board members, act as an interim WG Chair, lead performance review for the Executive Director, and represent the WFC in public-facing events when needed.
  - b. The Vice-President will fill the roles of the President if the President is unable to complete them.
  - c. The Secretary will take and distribute Board meeting minutes and will assist paid staff to collect and distribute WG meeting minutes, as needed.
  - d. The Treasurer will oversee WFC budgeting and spending and maintain annual filings with the IRS and Secretary of State of Wyoming. In the absence of a paid bookkeeper, the Treasurer will also keep records of financial contributions and expenses and send “No Goods or Services” letters to donors.
- f) All Board members are expected to adhere to the Board Attendance Policy.

#### 6.4. Flagging a WG Action or Project

Any WFC Member can approach a Board Representative with concerns about an action or project proposed by the WFC or a WG for not keeping with the mission, vision or values of the WFC. Any Board Representative can officially flag a proposed action or project as being of concern by specifying the mismatch they perceive. If two or more Board Representatives flag an action or project, the action or project will go through the Board decision making process (section 6.5). If an action or project is voted down at the Board level, the WG can still proceed with the action or project, but without the branding, connection, or involvement with the WFC.

#### 6.5. Board Decision Making

- a) WGs make their own decisions about what actions or projects to take, per above but must report planned actions or projects to the Board with advance notice when possible, ideally at least two weeks’ notice.
- b) WFC WGs and Members can propose actions or projects for the entirety of WFC or requiring significant work by the Coalition-wide Policy or Strategic Communication WGs:
  1. WG Chairs may propose actions or projects to the Board on which they would like broader WFC support, or for items that may impact or involve other WGs.
  2. WFC Members may suggest actions or projects to the Board. Non-members who would like to make a proposal must do so via a ‘sponsoring’ WFC Member. If the Board judges a proposal to be of interest, the Board will send it to the appropriate WG(s) to review and discuss.
- c) Discussion.
  1. Board Members first filter proposed actions or projects through the WFC Vision, Mission, and Values.
  2. Each Board Member and Advisor (i.e., voting and non-voting) at the meeting will be given the opportunity to speak on the topic.

3. Board Representatives can discuss and decide whether WFC as a whole should take on proposed actions or projects or whether they should be allocated to a WG for their own decision-making process about whether to take them on. A WFC member will notify the proposer of the decision and, if relevant, provide contact information for the WG chair(s).
4. If consensus on a decision is not reached via discussion, the WG Chair and Representatives will vote (see section 7).

## 7. Board Voting Procedures

### 7.1. Voting Eligibility

- a) Only current Board Members may vote on decisions that come before the Board.
- b) Members must be invited to and be present (in person, by phone, or by video conference) for that day's discussion and voting to participate in any given vote.
- c) If a WG chair cannot attend the Board meeting, he/she may send a well-informed proxy to represent that WG. The proxy shall participate in discussion and vote as if s/he were the WG chair for that meeting.

### 7.2. Issues Requiring a Board Vote

- a) Changes to WFC by-laws, vision, mission, and/or values.
- b) Decisions about if and how to incorporate WFC.
- c) Changes to WGs that impact the number of or primary focus of WGs.
- a) Any other major decision that is not achieved via discussion and consensus or consensus is unclear. Board consensus on an issue means that 1) everyone has had an opportunity to share and all ideas have been considered; 2) the proposal is aligned WFC priorities, vision, mission, and values and reflects the group's best thinking; and 3) a majority (per paragraph 7.4.b) agrees with and supports the proposal, even if it is imperfect.

### 7.3. Quorum

A 60% quorum, present virtually or in person, is required to hold a Board vote.

### 7.4. Process

- a) A Board Member poses the issue for a vote. Invitations for Board Members to consider a vote must be at least one week in advance of the vote.
- b) Discussion. Each person at the meeting, whether or not a voting member, has a chance to speak. The posing member may choose to restate and revise the proposal being put to a vote before the voting begins and invite another chance for people to volunteer any comments.
- a) Voting. Voting members verbally say or indicate via a live poll that they vote green (in support), orange (have reservations but will not block decision), or red (does not support proposal as is.) Voters should only state their color choice, they should not add any more information.
- b) Consensus. A vote must have at least a majority of green votes and no more than 1 red vote to pass. If a vote does not pass, it can be reopened for discussion or taken off the table.

## 8. WFC Member Voting Procedures

### 8.1. Voting Eligibility

All current WFC Members are eligible to vote. See 4.1.

### 8.2. Issues Requiring a Vote

Current WFC Members vote for at-large Board members. At their discretion, the Board may also decide other issues requiring a full Member vote.

### 8.3. Process

- a) At-Large Chair Nomination. A nomination process, where any WFC Member can nominate an at-large candidate, begins at least 6 weeks before a vote is held.
- b) Information. Standardized information on nominees who have accepted their nomination and provided the information is emailed to all current members at least two weeks before the vote is held.
- c) Voting. Current WFC members are emailed a unique link where they can cast their vote for their top choice for each open at-large member seat with a minimum one-week deadline to cast their vote. Members will be sent one reminder email to vote while voting is open.

## 9. Miscellaneous Matters

### 9.1. Fiscal Year

WFC will adopt the calendar year as its fiscal year.

### 9.2. Hold Harmless

WFC will hold harmless WFC Members from any and all claims, losses, damage, costs and expenses while serving as Members, or any omission on their part while serving as Members, provided that such Representatives and Members acted in good faith, in accordance with their duties regarding WFC. Further, if it were deemed necessary by the Board, it would normally be covered by the purchase of an appropriate insurance policy covering errors and omissions and general liability.

### 9.3. Communication by electronic means

Unless otherwise required by these bylaws, any notice, ballot, petition, or other document required or permitted by these bylaws may be delivered by electronic means provided that, in the case where such communication expressly or impliedly requires the signature of the person submitting the communication, means are in place to reasonably assure the authenticity of the signature.

### 9.4. Interpretation

The Board shall have the power to interpret these bylaws, apply them to particular circumstances, and adopt policies in furtherance of them, provided that all such actions are reasonable and consistent with these bylaws.

### 9.5. Severability

In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent without affecting the validity or enforceability of any other provision of these bylaws.

## 9.6. Governing Law

The rights of the Members will be governed by, interpreted, and enforced in accordance with the laws of the State of Wyoming.

## 9.7. Changes to Bylaws

These bylaws may be amended or repealed, and new Bylaws adopted by a majority vote of the Board if a quorum is present. Amendments should be proposed at one meeting and discussed and voted on at the next Board meeting. The notice for that subsequent meeting shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.