

DC GFPP Governance Structure and Decision-Making Bylaws

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Article I **Identification**

1. Name: The name of this Coalition is the “DC Good Food Purchasing Program ‘GFPP’ Coalition.”
2. Status: We are a Coalition of volunteers and not currently an independent legal entity.
3. Purpose: Our mission is to engage stakeholders, provide expertise and advocate for transparency and policy change to advance the ability of DC institutions to implement GFPP standards and advance the values of nutrition, environmental sustainability, fair labor, local economies, racial justice, and animal welfare through food purchasing.
4. Location: The principal location of the Coalition and its members is Washington, DC.

Article II **Membership Types**

1. **Voting Membership**:
 - a. Description: Only individuals representing organizations or institutions can be formal, voting members, known as *voting members*. The organizations that individuals represent must support the goals and objectives of the Coalition and formally commit to the expectations required.
 - b. Voting Rights: Each organization or institution who becomes a voting member receives one vote.
 - c. Expectations:
 - i. Organizations who become voting members must designate one primary representative and, at least, one secondary delegate to participate in full Coalition meetings.

- ii. Voting members must attend all Coalition meetings. When need be, organizations can send either a primary or an alternate delegate to meetings.
- d. Criteria:
 - i. Voting members must represent a specific organization or institution.
 - ii. Organizations with voting members on the Coalition must publicly endorse the GFPP and its implementation in DC. Organizations will be publicly listed on the DC GFPP website and must sign the Coalition's endorsement form in order to become a voting member.
 - iii. If a voting member has a conflict of interest with a vote or conversation taking place, they must recuse themselves.
 - iv. Voting members are encouraged to participate in one or more of the Coalition's sub-committees.
- e. Removal: Voting members that consistently undermine the Coalition's objectives can be removed by a formal Coalition voting process defined in Article IV's Decision Making Processes.

2. Supporting Membership:

- a. Description: Organizations and individuals that are interested in supporting the GFPP, but not formally designated as voting members, can include community members not representing an organization, entity, or constituency.
- b. Voting Rights: Supporting members of the DC GFPP Coalition do not have voting rights. They are encouraged to participate in discussions on issues that are voted on by Voting Members.
- c. Expectations: Supporting Members are encouraged to attend all Coalition meetings and join one or more of the Coalition's sub-committees. As a minimum, they must attend one full Coalition meeting annually.
- d. Must be willing to be listed publicly on the Coalition's website as a supporting member.
- e. Criteria: If a supporting member has a conflict of interest with a conversation taking place, they must recuse themselves.
- f. Removal: Supporting members that consistently undermine the Coalition's objectives can be removed by a formal Coalition voting process defined in Article IV's Decision Making Processes.

Article III **Executive Committee**

1. Makeup of the Committee

- a. Executive Committee members may be either voting or supporting members of

- the Coalition.
- b. The membership of the Executive Committee shall consist of two co-chairs and three at-large members.
 - c. Members will serve for 2-year, staggered terms.
 - i. For the first year following adoption of these bylaws, one co-chair and one at-large member will serve for one year, with the remaining one Co-Chair and two at-large members serving for two years to ensure continuity of institutional knowledge among Executive Committee members.

2. Committee Duties

- a. The Executive Committee shall be responsible for the following regular duties:
 - i. Meeting every other month (months without full Coalition meetings);
 - ii. Managing all aspects of Coalition meetings, to include:
 - 1. Reserving space and/or scheduling a remote meeting via phone or another online platform;
 - 2. Providing notice of scheduled meetings no later than 10 business days before meetings are to occur;
 - 3. Creating and distributing the draft agenda no later than three business days before the meeting, after soliciting agenda items from members;
 - 4. Tracking attendance at meetings;
 - 5. Facilitating or designating a facilitator for Coalition meetings; and
 - 6. Creating, distributing, and collecting ballots for Coalition votes on all issues except voting for candidates for leadership positions.
 - iii. Assigning Executive Committee members, except Co-Chairs, to be liaisons to sub-committees who are expected to attend regular sub-committee meetings. If a liaison is unable to attend a sub-committee meeting, they should communicate Executive Committee priorities to the sub-committee lead and help coordinate sub-committee work accordingly;
 - iv. Making emergency decisions that require a fast turnaround before the next Coalition meeting, while seeking as much input from the full Coalition as possible;
 - v. Providing notice of emergency decisions to the full Coalition no later than three business days following the decision; and
 - vi. Acting as the official spokespeople of the Coalition;
 - vii. Reevaluating and proposing for revision, if necessary, the Coalition's strategic plan, mission, objectives, and other guiding components on an annual basis;
 - viii. Convening emergency Coalition meetings as needed to resolve issues or to make decisions that the Executive Committee cannot resolve through the emergency decision process in paragraph (1)(a)(v).

3. Selection Process

- a. Any member of the Coalition may nominate voting or supporting coalition

members for one of the two co-chair positions or one of the three at-large positions and shall submit these nominees to the nominations committee.

- i. Voting members of the Coalition may self-nominate their own candidacies for the Executive Committee.
- b. Voting or supporting members may run for either a co-chair or at-large position.
- c. A Nominations Committee shall be charged with conducting all aspects of Executive Committee elections.
 - i. Duties of the Nominations Committee shall include, but not be limited to:
 1. Giving notice that an Executive Committee election will occur no later than 30 days prior to the election date;
 2. Recruiting and compiling a list of candidates;
 3. Establishing and carrying out a transparent procedure, as voted on and approved by the Coalition, for creating, distributing, collecting, counting, and verifying the voted ballots;
 4. Announcing the results of the election to the Coalition.
 - ii. The Nominations Committee shall be composed of at least two members of the Coalition.
 1. Any member of the Coalition may volunteer to serve on the Nominations Committee.
 2. Candidates for the Executive Committee cannot simultaneously serve on the Nominations Committee.
 3. Members of the Nominations Committee shall serve two-year terms.
 4. Previous co-chairs, if not running for re-election, shall automatically be members of the Nominations Committee.

4. Term Limits and Resignations

- a. Members of the Executive Committee shall be limited to two terms.
- b. Members of the Executive Committee and Nominations Committee may resign at any time by sending notice to all Executive Committee members.
 - i. Upon resignation of an Executive Committee member, the Executive Committee shall select and appoint by a majority vote a replacement for the remainder of the resignee's term.

5. Removal Process

- a. Members of the Executive Committee shall be removed according to the methods below:
 - i. Any member of the Executive Committee shall be removed by a two-thirds vote of Executive Committee members at an Executive Committee meeting with a minimum of 30 days written notice to voting and supporting members of the Coalition in good standing.
 - ii. Any member of the Executive Committee shall be removed by a two-thirds vote of voting Coalition members at a full Coalition meeting.

- iii. Any member of the Executive Committee who misses three consecutive meetings or ten total meetings in a term without notice to the Executive Committee shall be given notice of their failure to attend Executive Committee meetings. If such a member does not respond to this notice within 30 days, the member shall be removed from the Executive Committee.
- iv. Upon removal of an Executive Committee member, the Executive Committee shall select and appoint by a majority vote a replacement for the remainder of the resignee's term.

6. Voting Method

- a. Voting for all Executive Committee elections shall use the approval voting method, with the highest vote-getters winning their election.
 - i. In the case of a tie, the Nominations Committee will conduct a coin toss to determine the winner.

7. Decision-making Process

- a. Quorum for Executive Committee meetings will be four members of the Executive Committee.
- b. A decision is approved if a majority of the Executive Committee present and voting approves of the decision.

Article IV

Coalition Decision-Making

1. Notice and Quorum

- a. For each decision put up for a vote, Coalition members will be given at least one week's notice of the meeting in writing.
- b. No vote shall take place unless the Coalition has a quorum present (including phone or Zoom), meaning 51% percent of the voting members of the Coalition.

2. Decision-Making Process

- a. For each decision put up for a vote, use fist-to-five voting; if any member votes with a 0 (fist), 1, or 2, the Coalition pauses to discuss and if possible alleviate [that] those member's concerns by making changes to the proposal
- b. Repeat the voting process up to two more times, if necessary, striving for enthusiastic support from as many members as possible.
- c. A decision is approved if, on the third round of voting, three-quarters of those voting members present and voting are a three or higher. If this condition is not achieved, the decision is not approved.
- d. Any member that deliberately or consistently undermines the mission,

goals, or objectives within the Coalition's Strategic Plan can be removed by the usual process of the voting membership.

Article V

Sub-Committee Structure

- 1. Voting Members and Supporting Members can join sub-committees.** Each sub-committee must elect a sub-committee lead, who can be either a Voting Member or a Supporting Member and will be responsible for scheduling sub-committee meetings, sending out meeting agendas and post-meeting reports, and ensuring that sub-committee goals (as outlined in the Strategic Plan) are advanced.
- 2. The initial sub-committees are the following:**
 - a. Advocate for Policy Change: Advocate for greater resources and policy change to support successful implementation of GFPP.
 - b. Advise Institutions: Advise implementing institutions and suppliers on strategies to move toward a baseline for GFPP goals and increase supply of food that meets GFPP standards
 - c. Engage Communities: Engage the community in a bi-directional dialogue to disseminate information and better understand needs.
- 3.** Sub-committees may be added, modified, or removed by the usual process of the voting membership as defined in Article IV.
- 4.** At each full Coalition meeting, sub-committees will present their activities and make recommendations to the full Coalition, and the Coalition will vote on any decisions that require it.
- 5.** Each sub-committee lead is responsible for communicating with the Executive Committee liaison on the off months of full Coalition meetings in order to ensure full Coalition meeting agendas reflect sub-committees' needs and discussion items.
- 6.** Changes to action plans within the Strategic Plan require a full Coalition vote or if time doesn't permit, an emergency vote by the Executive Committee.

Article VI

Meeting Cadence and Reporting

- 1. Full Coalition Meetings** shall occur every two months on a date determined by a majority vote of all Voting Members of the Coalition. Either Co-Chair may call additional

meetings at their discretion, with at least a week's notice as determined by a majority vote of all Voting Member Organizations of the Coalition.

- a. Notetaking shall rotate consecutively, meeting-to-meeting, among all Voting Members, except the Co-Chairs.
 - b. If no representatives are in attendance at the meeting for which it is their organization's turn to take notes, the responsibility falls to whichever representative is in attendance from whichever organization is next in line to take notes.
 - c. Notetakers shall circulate the complete notes of the Full Coalition meeting for which they have taken notes, including a list of attendees, to the official Coalition mailing list within five business days from the date of the meeting.
2. **Executive Committee Meetings** shall occur at least once every two months opposite the month in which the Full Coalition Meetings are held. Either Co-Chair may call additional meetings at their discretion, with appropriate notice as determined by a majority vote of the Executive Committee.
 - a. Notetaking shall rotate consecutively, meeting-to-meeting, among all Executive Committee Members, except the Co-Chairs.
 - b. If no representatives are in attendance at the meeting for which it is their organization's turn to take notes, the responsibility falls to whichever representative is in attendance from whichever organization is next in line to take notes.
 - c. Notetakers shall circulate the complete notes of the meeting for which they are taking notes to the entire Executive Committee within five business days from the date of the meeting.
 - d. Notetakers shall also circulate within three business days of the meeting a summary of the meeting notes to the official Coalition mailing list
3. **Subcommittee Meetings** shall occur once every two months opposite the month in which the Full Coalition Meetings are held.
 - a. Notetaking shall rotate consecutively, meeting-to-meeting, among all Voting or Supporting Members of the Subcommittee, except the Subcommittee Lead.
 - b. If no representatives are in attendance at the meeting for which it is their organization's turn to take notes, the responsibility falls to whichever representative is in attendance from whichever organization is next in line to take notes.
 - c. Notetakers shall circulate the complete notes of the meeting for which they are taking notes to the official Coalition mailing list within five business days of the date of the meeting.

- d. Notes will flag recommendations that require a vote by the full Coalition, or if time does not permit, by the Executive Committee.

ARTICLE VII

Miscellaneous

1. Amending the Bylaws

- a. The Coalition's Bylaws can be amended by fist-to-five vote of voting members, as long as a copy of the proposed amendment is provided to all members at least two weeks prior to the meeting at which the vote will take place. Voting and supporting members will have the opportunity to discuss the amendments before the vote takes place.