



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 FPAC's goals and mission 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. FPAC's work is dynamic. 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

Revised February 3, 2016

Section 1. Terms

FPAC appointed members are appointed for three-year terms. Missing three (3) meetings a year without prior discussion with one of the FPAC co-chairs or FPAC staff member is deemed equivalent to a resignation. The FPAC Governance and Membership Subcommittee shall propose new members to be formally appointed to the FPAC membership annually. Term limits do not apply to ex-officio members as those individuals serve as part of their employment status and job function.

A council member can serve up to two contiguous terms. A council member cycling off the Council is strongly encouraged to stay active in FPAC by participating in subcommittees,

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. 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 subcommittees, which review issues in detail and prepare recommendations for the full FPAC meetings, meet on an ad hoc basis as determined by subcommittee members.

In the “off” months – January, March, May, July, September, and November – the Executive Committee can hold a working session that is open to all FPAC members and members of the public. This meeting should be used for review and discussion of pending action items/recommendations and coordination between the subcommittees.

Section 3. Quorum

A quorum consists of 51% FPAC appointed members rounded up to the nearest whole number. Ex-officio members do not vote on action items and their attendance does not count towards a meeting quorum.

If FPAC appointed members want to vote on action items but cannot attend a meeting, they can vote electronically by sending an email to the co-chairs and fpac@phila.gov 24 hours prior to a meeting. However, quorum is determined by the number of appointed members present at the General meeting; voting via email does not count towards quorum.

Section 4. Types of Action Items

FPAC can take action on the following items:

1. Operational policies and membership that affect and guide FPAC governance.
2. Recommendations from subcommittees.
3. Proposed policies, and legislation laws before the Philadelphia City Council and other official bodies.
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 FPAC’s viewpoint.
8. Testifying at a public hearing on behalf of FPAC or an FPAC subcommittee.

Section 5. Decision-Making Structure

Decisions shall be made by employing democratic rules of order:

1. A subcommittee, FPAC member, or member of the public may present a recommendation or resolution to FPAC and ask 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 to the full FPAC (via fpac@phila.gov email address) for review at least 5 full working days before next FPAC meeting.
3. At FPAC meeting, subcommittee, FPAC member, or member of the public presents proposal or request for action.
4. The person(s) requesting the action can take questions or participate in discussion. Co-chair or meeting facilitator states the question (requested action) and asks for appointed members to make and second a motion.
5. Upon motion, the matter under consideration is open to debate and amendment (changes). Members of the public are also able to make comments and suggest amendments.
6. After debate, the meeting facilitator can take a vote by voice, calling “yeas,” “nays,” and abstentions.
 - a. The meeting facilitator can use other methods of voting, such as a “show of hands,” by ballot, or by roll call.
 - b. Members who abstain may provide reason for abstention for purposes of recordation.
7. An action carries with the plurality of the vote of those present at the meeting. Resulting actions include:
 - a. Adopt resolution/recommendations as is.
 - b. Adopt resolution/recommendations with amendments.
 - c. Do not adopt resolution/recommendations.
8. Actions can also be tabled until a future FPAC general meeting for numerous reasons. This does not require a motion.
9. If a time sensitive decision must be made before the next FPAC general meeting, appointed members can vote via email. A co-chair or FPAC staff member will be responsible for emailing the action item out to FPAC members, moderating any email discussion, and requesting a vote by a specific deadline, usually 24 hours. Members who fail to meet the deadline count as an abstention. Members can consciously abstain as well. A decision carries when 51% of FPAC members vote to either approve or disapprove.

Article 3

Co-chair Nomination and Appointment Process

Adopted October 16, 2012

Revised December 2, 2015

Section 1. Nominations

Members must serve on the Council for at least 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. Self-nominations are also accepted. 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. Co-chairs also preside at Executive Committee meetings.

Section 3. Terms

Co-chair terms are from October 1st through September 30th. Co-chairs serve a two-year term, ending their terms on alternating years. Co-chairs can serve a maximum of two continuous 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. Co-chairs assume responsibilities immediately after the adjournment of the October general meeting.

Article 4

Member Nomination, Application, and Appointment Process

Adopted January 25, 2013

Revised December 4, 2015

Section 1. Nomination Process

Appointed members, ex-officio members, subcommittee participants, organizational representatives, and members of the public may nominate individuals for appointment to FPAC.

The Governance and Membership Subcommittee acts as a point of communication, facilitates the process for collecting nominations, and coordinates nominations for vote by the full membership. Members of the Governance and Membership Subcommittee also seek recommendations for nominations from various organizations in the Greater Philadelphia region and governmental agencies/departments in the City of Philadelphia.

Nominations may be collected through FPAC website nomination form and/or occasional membership survey.

FPAC are responsible for maintaining a record of all appointed member nominations.

Section 2. Application Process

The Governance and Membership Subcommittee determines the number of known open seats based on current members' term expirations and the minimum and maximum number of seats on the Council. FPAC has a minimum of 27 appointed members and a maximum of 35 appointed members at any one time.

The Governance and Membership Subcommittee will present a recommended slate of nominees for approval by the full membership. If quorum is met, voting members take an anonymous vote using a paper ballot. The subcommittee, Co-chairs, and staff 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 are submitted to the Mayor as a request from the full FPAC;
- Mayor reviews nominations and appoints new member(s) via letter; and
- New members are 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 FPAC staff. 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 an ethics training session and b) submit a Statement of Financial Interests within 30 days of mayoral appointment.

The Governance and Membership Subcommittee coordinates new member orientation with other subcommittee chairs and FPAC co-chairs.

Article 5

Duties of Appointed Members, Co-chairs, and Staff

Adopted April 24, 2013

Revised December 4, 2015

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
- Serve on at least one subcommittee
- Attend a minimum number of FPAC general meetings a year
- Prepare for general meetings by reading previous meeting minutes and draft documents, and making comments or suggestions
- Uphold decisions made by the Council on mission, values, processes, and strategies
- Commit to keeping the work of the Council going between general and subcommittee meetings
- 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, subcommittee, and Executive Committee meetings
- Build trust by meeting commitments to one another
- Lead general meetings
- Lead Executive Committee 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 staff to develop long-term plans

Section 3. Staff 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 subcommittee meetings
- Build trust by meeting commitments to one another
- Ensure the Council acts in accordance with policies and missions
- Develop meeting agendas with Co-chairs
- Conduct member surveys
- Work with the Council and Co-chairs to develop long-term plans
- Communicate general meeting dates, times, and locations
- Send minutes, next agenda, and any attachments to FPAC members 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 Subcommittee)
- Facilitate email voting on action items
- Draft reports as needed
- Research food policies and programs

Article 6

Attendance Policy for Appointed Members

Adopted April 24, 2013

Revised December 4, 2015

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 or FPAC staff is deemed equivalent to a resignation. The following three sections expand on this to form an attendance policy for appointed members.

Section 1. Attendance Record

FPAC staff 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 FPAC staff are 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 staff 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 calendar year, the Co-chairs can 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 subcommittees 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 three (3) unexcused absences deemed equivalent to a resignation and shall result in dismissal from the Council. The Governance & Membership Subcommittee will notify members about their automatic resignation. Attendance records reset at the beginning of the calendar year.

Section 3. Removal Due to Absences

When an appointed member is absent from three (3) regularly scheduled general meetings during the 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. FPAC staff shall notify the Governance and Membership Subcommittee of the vacancy, and the subcommittee will add the vacancy to the appointed member nomination process.

Article 7

Resignation of Appointed Members

Adopted April 24, 2013

Revised December 4, 2015

Section 1. Mechanism for Resigning

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

Section 2. Resignation Due to Excessive Absences

Any appointed member with three (3) excused absences from general meetings, as described in the 'Attendance Policy for Appointed Members' (Bylaw Article 6), may be asked to step down from the Council. Any appointed member with three (3) unexcused absences from general meetings automatically resigns.

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 staff.

Article 8

Media and Communications Guidelines

Adopted June 13, 2013

Revised December 4, 2015

Section 1. Objectives

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

To establish 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

Mass email policy:

- It will be policy that FPAC 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, FPAC staff 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 Subcommittee Chair for dissemination to FPAC members.
- The FPAC general email list will be held by FPAC staff for use by FPAC members for time sensitive mass emails.

Subcommittee rules on email:

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

Policy on using technological communications for FPAC members:

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

Section 3. External Communications Guidelines

Committee dissemination of information policy:

- The Communications and Outreach Subcommittee 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 Subcommittee will maintain a database of all press contacts, available to members upon request.
- FPAC members will be asked to share all existing and future related press contacts with the Communications and Outreach Subcommittee.
- The Communications and Outreach Subcommittee 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 Subcommittee Chair will check all public correspondence for factual accuracy and consistency with established FPAC materials.
- All major correspondence such as mission statement and major press releases will be developed by the Communications and Outreach Subcommittee with aid from FPAC members and voted on for final approval by FPAC membership.
- All materials for letterhead, presentations (both electronic and physical), and all other branding will be collected by the Communications and Outreach Subcommittee and approved for standardized language.
- A Press page will be developed on FPAC's website to track all press.

FPAC website and blog:

- FPAC general and subcommittee agendas, meeting minutes, and other supporting documents will be made available on the FPAC website.
- Dates and information for upcoming general meetings will be available on the FPAC website.
- The Communications and Outreach Subcommittee will maintain the website and blog. All blog posts will be edited by the Communications and Outreach Subcommittee Chair.

Bi-monthly newsletter:

- All council-wide updates for off-meeting months will be provided in the bi-monthly newsletter.
- The newsletter will provide general FPAC and subcommittee updates on meeting dates, events, member updates and council/subcommittee business.
- Newsletters will come out on the 2nd Wednesday of each off-meeting month.
- Subcommittee chairs and FPAC co-chairs will provide all materials to the Communications and Outreach Subcommittee Chair by the first Wednesday of each off-meeting month.
- It will be the responsibility of subcommittee chairs and FPAC co-chairs to collect all information from FPAC's membership.

Collection of information from FPAC members policy:

- Council members, subcommittee chairs, and FPAC co-chairs may be asked to represent FPAC through 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 and staff.
- If request is Subcommittee Specific the request for information will be made to Subcommittee Chairs.
- Members will be asked to provide bios for the website.
- Members may 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 Subcommittee 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.
- It will be the goal of the Communications and Outreach Subcommittee to offer Philadelphia media outlets with opinion and analysis from Food Systems experts from FPAC. The Communications and Outreach Subcommittee chair may refer media requests to the appropriate subcommittee chair.
- 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 Subcommittee Chair 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 FPAC or to 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 Subcommittee Chair unless the question is specific to that person's position on the Council.

Social media plan:

- The Communications and Outreach Subcommittee will maintain FPAC's presence on Facebook, Twitter, and LinkedIn.
- An FPAC update will be added to the Greenworks Exchange from the Mayor's Office of Sustainability. All updates will be edited by the Communications and Outreach Subcommittee Chair.
- A social media calendar will be set up and all FPAC members will be asked to provide materials for Facebook posts and Tweets to the Communications and Outreach Subcommittee Chair via email.

**Article 9
Executive Committee**

Adopted December 4, 2015

Section 1. Composition

The Executive Committee of FPAC shall consist of the Co-Chairs and subcommittee chairs. Both ex-officio and appointed members can serve on the Executive Committee. Subcommittee chairs must send a subcommittee representative to the Executive Committee meeting if they are unable to attend. FPAC staff will provide support, such as organizing meetings and taking notes.

Section 2. Duties

The duties of the Executive Committee can include, but not be limited to, the following:

1. Provide overall strategic direction of FPAC;
2. The general supervision of the conduct of operations of FPAC including individual projects;
3. The management of FPAC's fiscal affairs;
4. Convene regular Executive Sessions;
5. Coordinate subcommittees and their resulting recommendations that, if approved by FPAC, will be delivered to the Mayor, City agencies and/or City Council members;

Section 3. Executive Sessions

In order to fulfill its duties, the Executive Committee will convene bimonthly (every two months) Executive Sessions to be held in "off" months of FPAC general meetings. These Executive Sessions can be open to FPAC members and/or the general public, and used to review proposed actions, such as draft reports and early recommendations, prior to presentation and vote at a FPAC general meeting.

To encourage transparency and participation, Executive Sessions will be regularly scheduled, and have an agenda, but do not require quorum and are not for official decision-making. If a subcommittee chair cannot attend the Executive Session, the subcommittee should ensure representation at the meeting.

Article 10

Subcommittees and Task Forces

Adopted December 4, 2015

FPAC members shall have the ability to convene subcommittees and task forces to serve at the pleasure of the Council.

Section 1. Institutional Subcommittees

The purpose of institutional subcommittees is to ensure the Council operates efficiently. Institutional subcommittees shall be convened on functions that may include, but are not limited to, governance, membership, and communications, as determined by FPAC appointed and ex-officio members.

Section 2. Programmatic Subcommittees

The purpose of programmatic subcommittees is to organize the Council around food policy priorities, and to develop policy recommendations to the City on those priorities. Programmatic subcommittees shall be convened on issues that may include, but are not limited to, hunger, urban agriculture, food procurement, and food waste, as determined by FPAC appointed and ex-officio members.

Section 3. Task Forces

The purpose of task forces is to address time-sensitive events or policy issues as they arise. Task forces shall be temporarily convened at the will of the Council.

Section 4. Structure and Leadership

Subcommittees and task forces shall be led by a chair or co-chairs, and consist of at least two participants. Neither chairs nor participants are required to be appointed or ex-officio members of FPAC. Subcommittee chairs serve on the FPAC Executive Committee.

Section 5. Meeting Time

Subcommittees and task forces shall meet on an ad hoc basis at the chair's discretion.