

RAPPAHANNOCK-RAPIDAN FOOD POLICY COUNCIL BYLAWS

ARTICLE I – ORGANIZATION

Section 1. Name. The name of the organization shall be the Rappahannock-Rapidan Food Policy Council, hereinafter referred to as the “Council.”

Section 2. Principal Office. The principal office for the Council shall be located in the County of Culpeper at: Rappahannock Rapidan Regional Commission (RRRC), 420 Southridge Parkway, Suite 106, Culpeper, VA, 22701. The Council may have other offices as required.

Section 3. Fiscal Office and Agent. The Council shall utilize RRRC, 420 Southridge Parkway, Suite 106, Culpeper, VA 22701, as the fiscal office and agent.

ARTICLE II – VISION, MISSION, AND PURPOSE

Section 1. Vision. The Council envisions that the Rappahannock-Rapidan Region will have a thriving and inclusive food system that:

1. Provides affordable and abundant healthy food for our community
2. Provides a competitive financial return, respect for our farmers, and good jobs
3. Protects and regenerates the health of our farmland and natural resources

This shared vision shall serve to focus the Council’s activities and as indicators to measure success.

Section 2. Mission. The Council shall serve the counties of Virginia’s Planning District Nine—Culpeper, Fauquier, Madison, Orange, and Rappahannock—known as the Rappahannock-Rapidan Region. Although representing individual localities, each Council member has a duty to act in the best interest of the region as a whole and in accordance with the following Mission Statement:

To strengthen the local food economy in order to retain more dollars within the region while promoting citizens’ health, encouraging local farmland preservation, and enhancing farmers’ quality of life.

Section 3. Purpose. The purpose of the Council shall be:

- To oversee the implementation of the Rappahannock-Rapidan Regional Farm and Food Plan;
- To serve as a forum for discussing regional food system issues and opportunities;
- To foster coordination between sectors within the region’s food system;
- To evaluate existing policies related to the regional food system, and provide recommendations on policy development and revisions;
- To launch or support the development of initiatives that benefit the regional food system; and
- To periodically reassess the health of the regional food system and develop goals and strategies for improvement.

ARTICLE III – MEMBERSHIP

Section 1. Locality Representatives. The Council shall be composed of an appointed representative from each of the five member counties. Each member town within Planning District Nine may also appoint a representative to the Council.

Section 2. Technical Advisory Members. A minimum of six additional members shall be appointed as Technical Advisory Members in each of the following sectors of the regional food system: Production, Consumption, Processing and Distribution, Health, Education, Farmland Preservation and Conservation.

Section 3. RRRC Liaison Member. One RRRC staff person shall be selected by the Executive Director to act as the liaison between the Council and the Regional Commission.

Section 4. Appointments. Locality Representatives shall be appointed in accordance with the policies of their respective locality. The Council shall fill any Technical Advisory Member vacancy that occurs within 60 days of vacancy occurrence. Additional Technical Advisory Members may be appointed by a vote of two-thirds of existing Council members.

Section 5. Alternate Member Representatives. Each Member, to be also referred to as a Principle Representative, may designate one individual from their organization to serve as an Alternate Representative to the Council if that individual is unavailable. In the case of Locality Representatives, only the locality has the authority to choose an alternate.

Section 6. Resignation. Any Council member may resign at any time by written notice to the Council Chair. Resignation shall take effect at the time specified in the written notice or as determined by the Chair.

Section 7. Absences. Unless specifically excused by the Chair, absence from three consecutive Council meetings will result in the Council member being notified by letter informing them of their non-compliance with bylaws and the member may be asked to resign. In the case of Locality Representatives, the locality will be notified as well.

Section 8. Removal. Any Member may be removed from voting membership, with cause, by a two-thirds vote of the Council at any regular meeting or special meeting called expressly for that purpose. Locality Representatives may also be removed by their respective locality at the locality's discretion.

Section 9. Term. Council Members have no term limits and may serve as long as they wish. Locality Representatives serve at the discretion of the locality.

Section 10. Nonvoting Associative Members. The Council shall have the authority to establish and define nonvoting categories of membership. Associative Members shall be appointed annually by the Council as deemed necessary to provide technical assistance, advice, and consultation. Associative Members are expected to attend all Council meetings and participate fully in the deliberations of the Council, although they will not have voting privileges.

ARTICLE IV – OFFICERS, STAFF, AND SUBCOMMITTEES

Section 1. Officers. An RRRC staff person will lead the Council during the first year of operation. Thereafter, officers shall consist of a Chair and Vice Chair who will be elected annually at a regular meeting of the Council.

Subsection A. Terms of Office. The Officers shall be elected by a two-thirds vote of the Council. Their terms shall begin at the beginning of the calendar year and last for one year. An Officer may be removed by a two-thirds vote of the Council with a 30-day notice to the Council that a vote to remove an Officer will take place. In the event an Officer is unable to serve or resigns, the Council shall fill an Officer vacancy that occurs within 60 days of vacancy occurrence.

Subsection B. Officer Responsibilities. The duties of the Officers comprise the following:

- Plan, convene, and preside over Council meetings;
- Ensure the Council acts in accordance with its policies and mission;
- Represent the Council in the community;
- Set aside personal opinions when speaking for the Council and facilitate consensus decision-making whenever possible; and
- Commit to keeping the work of the Council going between the meetings.

The Vice Chair shall assume the powers and duties of the Chair in the absence of the Chair and shall perform other such duties as the Chair may direct. The Vice Chair shall automatically become the Chair of the organization if a Chair vacancy occurs.

Section 2. Staff. RRRC Staff shall provide support to the Council. The duties of the Staff include the following:

- Planning meeting agendas in cooperation with the Officers, including receiving topic requests from membership at least two weeks prior to the next meeting and corresponding with the Officers as needed.
- Meeting set up and support including setting up meeting space, assure note taker and meeting leaders are present, assist with flow and time keeping during meeting, provide technical assistance as necessary, review minutes with members, and send minutes, next agenda, and attachments to Council at least one week prior to the next meeting.
- General support including receiving and distributing appropriate information to members to assist in seeking resources for Council's work, assisting the Council connection with other boards, committees, community groups and elected officials, and assist subcommittees as needed.
- Managing and coordinating Council grant projects.

Section 3. Subcommittees. The Council may organize subcommittees whose membership shall be open to the public and include at least one member of the Council. The Officers may appoint subcommittee chairpersons as needed to direct the work of the subcommittee and to provide reports to the Council. Subcommittees will meet regularly as needed to perform the work of the Council. As circumstances arise, the Council membership can alter, change, or drop subcommittees.

ARTICLE V – MEETINGS

Section 1. Regular Meetings. Regular meetings of the Council shall be held every month the first six months and bi-monthly afterwards. Meetings will last no more than two hours and members will be polled to determine the best meeting time. Meetings will be held in the RRRC conference room unless otherwise specified. Visitors and non-members are welcome to attend and engage in open discussions, but will not be permitted to vote.

Section 2. Special Meetings. Special meetings of the Council may be called at the direction of the Chair or by a majority of the Members, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 3. Telephone Meeting. Any one or more Members may participate in a meeting of the Council by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 4. Quorum. A simple majority (50% of Council members plus one) of the Council Members shall constitute a quorum for the transaction of business at any Council meeting. Submission of a proxy shall not count as representation for the purpose of establishing a quorum.

Section 5. Manner of Voting. Except as otherwise expressly required by RRRC provisions or these Bylaws, the affirmative vote of a majority of the Council Members present at any meeting at which a quorum is present shall be the act of the Council. Each Council member shall have one vote. Locality Representatives, Technical Advisory Members, and the RRRC Liaison shall have equal voting rights.

The following methods of voting are acceptable:

1. If in attendance in-person or via teleconference, the Member will have sole authority to vote.
2. When a Member is unable to attend a meeting, that representative may vote by written proxy given to the Chair or another voting member in attendance.
3. If the Principal Representative is not in attendance and has not issued a proxy, and the member has designated an Alternate Representative as described in Article III, Section 4, the Alternate Representative will have authority to vote.
4. If a matter requires Council action between meetings, the Chair may poll Members by telephone or email after information about the matter has been distributed by email and adequate time has been given for questions and comments.

Section 6. Agendas and Minutes. An agenda and minutes will be prepared for each regular and special meeting of the Council. Each potential Council committee and workgroup will prepare a written agenda and minutes of each of its meetings, and submit all agendas and minutes to the Chair for approval. Minutes will be provided at least five days prior to the next meeting.

Section 7. Notice. Notice of the time, day, and place of any meeting of the Council shall be given at least 72 hours prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Notice may be given by mail, electronic mail, or facsimile and will be deemed given when received.

ARTICLE VI – REGIONAL COMMISSION OVERSIGHT

Section 1. Coordination. The RRRC Liaison Member, as the main liaison between the Council and RRRC Commissioners, is responsible for reporting Council activities to the Regional Commission and reporting pertinent RRRC activities to the Council.

Section 2. Commission Approval. As a formal entity within the RRRC organizational structure, the Council is required to submit policy recommendations, guidance documents, requests for grant funding, and other major initiatives to the Regional Commission for approval.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Council's fiscal year shall be from July 1st through June 30th unless otherwise determined by the Council.

Section 2. Parliamentary Authority. The rules contained in the current edition of Robert’s Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules that the Council may adopt.

Section 3. Dissolution of the Council. Upon the dissolution of the Council, assets shall revert to the RRRC, which is the fiscal agent.

Section 4. Council Members Not Liable for Continuum Debts. Council Members shall not be individually or personally liable for the debts, liabilities, or obligations of Council.

Section 5. Limitations of Liability. Any Council Member who is not compensated for his or her service on a salary or prorated equivalent basis shall be immune from personal liability for any civil damage arising from acts performed in his or her capacity.

ARTICLE VIII – AMENDMENTS TO BYLAWS

Section 1. Votes. The Bylaws may be amended, modified, altered, or repealed in whole or in part by a two-thirds vote of Council Members represented at a meeting of Council if a quorum has been established.

Section 2. Notice. Written notice of the meeting date, time, and place of the meeting at which any such action is to be voted upon, together with a statement of the proposed action, shall be mailed or electronic mailed to each Council Member not more than 60 days nor less than 30 days before such meeting.

Approved on **Xxxx Xx, 2016**, by unanimous vote of members represented at the Council regular meeting, a quorum being present.