



Slow Food USA®

## **Slow Food USA National Statute**

**Ratified by the Fifth National Congress, July 14, 2017**

**Denver, Colorado**

### **Vision**

Food represents a common language and universal right. Slow Food USA envisions a world in which all people can eat food that is good for them, good for the people who grow it and good for the planet. In essence, food that is good, clean and fair.

### **Mission**

Seeking to create dramatic and lasting change in the food system, Slow Food USA reconnects Americans with the people, traditions, plants, animals, fertile soils and waters that produce our food. We inspire individuals and communities to change the world through food that is good, clean, and fair for all.

### **Preamble**

Slow Food USA (SFUSA), as a full partner and integral element of Slow Food International (SFI), is a membership organization operating as a non-profit corporation.

The purpose of the corporation is to promote the Slow Food movement in the USA by facilitating and growing individual engagement in the movement, organizing gatherings of the Slow Food network, directing campaigns to spread the Slow Food message, and building solidarity through partnerships with organizational entities both internal and external to the Slow Food network.

Slow Food USA recognizes the following organizational entities: Champions, Chapters/Chapter Leaders, State Governors, National Working Groups (NWGs), National Office, Executive Director, National Board of Directors, International Board of Directors, and International Council.

Our collective work is guided by values, structures, and processes embodied in the Guiding Principles, the National Statute, the International Statute, the Code of Use for Slow Food Logos, and the Slow Food Fundraising Guidelines.

### **Amendments**

The National Board of Directors (NBOD) may consider amendments to the National Statute as it deems necessary and in keeping with the mission, subject to ratification by the National Congress, per Article 8B, below. Amendments may be proposed and submitted by any of the organizational entities named in this Statute to the NBOD for approval. Information on how to propose an amendment can be found in the Chapter Handbook available on the Leader Resources section of the Slow Food USA website.

# ORGANIZATIONAL ENTITIES

## ARTICLE 1. CHAMPIONS

A Champion is a volunteer who engages others to join the Slow Food movement.

S/he does any combination of the following: 1) organizes around Slow Food campaigns; 2) participates in Slow Food projects (eg. Presidia, Ark of Taste, Slow Meat, etc.); 3) serves on a chapter's leadership team; 4) serves the organization in any of the roles described in Articles 2 to 9.

### ARTICLE 1 A. Revocation of Champion Status

An individual member may lose his/her Champion status if behavior or activities are in clear conflict with the principles and aims of Slow Food. Chapter Leaders and/or State Governors may recommend to the Executive Director that someone in their area be disallowed from participating as a Champion in their area. After due investigation, the Executive Director may revoke a Champion's status.

## ARTICLE 2. THE CHAPTER/CHAPTER LEADERS

**The Chapter is a legally recognized entity of Slow Food that persists over time in a particular place with the power to raise and distribute funds under Slow Food USA's 501(c) 3.\***

**The purpose of a local Chapter is to: (1) inspire diverse people to practice Slow Food values and invite them into the Slow Food community; (2) organize local projects to make food and farming in their area more good, clean, and fair; and (3) serve as a local anchor and organizer for regional, national and global Slow Food initiatives and campaigns.**

*\*Slow Food Chapters formed as campus groups are presumed to be covered by the 501(c)3 status of their schools and therefore are neither issued EINs nor included in SFUSA's Group Exemption. A campus Chapter may choose to raise funds under the auspices of their academic institution if they so wish.*

### ARTICLE 2 A. Chapter Founding & Leadership

To establish a Chapter, a founding team shall complete the Slow Food USA Chapter Application (available upon request). This application will be evaluated by Slow Food USA and, if approved, the Chapter will be granted an official charter. Slow Food USA will annually renew a chapter's charter, if it determines that the chapter is in good standing. (See 2 F Duties.) A Chapter shall be managed by a team of leaders, named the Chapter Board of Directors or Chapter Leadership Team.

### ARTICLE 2 B. Chapter Powers & Officers

Within the terms of its Chapter Charter, the Chapter Leadership Team is entrusted with the power to conduct the business of the Chapter, which includes using the chapter's official Slow Food logo,

organizing events, communications and promotion to its local community, participation in national and international gatherings of the Slow Food network, fundraising at the local level, community outreach and development of new Slow Food Champions and Chapter Leaders.

The Chapter Leadership Team will include a minimum of three Leaders who fill the general officer positions of Chair, Vice-Chair, Treasurer, Secretary, and Liaison to the National Office (the last two roles may be held concurrently with any other role). Information on the individual responsibilities of these roles can be found in the Chapter Handbook. The Chapter Leadership Team need not be limited to these roles, and individuals may use different titles as long as the responsibilities of these roles are fulfilled and Leaders are registered with the National Office as accountable for the execution of these responsibilities. The members of the Chapter Board should strive to reflect the diversity of the community in which the Chapter operates.

SFUSA Chapters shall not have the authority to establish any form of local membership dues.

### **ARTICLE 2 C. Chapter Governance & Operations**

The Chapter Leadership Team shall develop bylaws that reflect the requirements and principles of SFUSA and that conform to any special requirements of the State where the Chapter is located. Bylaws should deal with the membership of the Board; terms of office and process of elections; organizational structure; management of financial resources; conflict of interest policy; and other commonly expected governance issues (templates available upon request from the National Office).

If complaints regarding Chapter operations arise, the State Governor is entrusted with the authority to handle disputes or organize special elections. If there is no State Governor in the state where the Chapter exists or if the State Governor is unable to act impartially, the National Office may act in their stead.

Further details regarding the organization and management of Chapter activities and leadership -- including elections, term lengths, and fundraising activities - should follow the SFUSA Chapter Handbook found on the Leader Resources page of the SFUSA website.

### **ARTICLE 2 D. Chapter Dissolution**

The National Board may, for just cause, revoke a Chapter's Charter, resulting in immediate dissolution of the chapter and revocation of the powers outlined in Article 2 B and 2 E. Just cause is defined as violation of the guidelines of Slow Food USA as stated in this document and any other communications from Slow Food USA to Chapter Leaders; failing to meet the Duties of the Chapter (See Article 2 F); disregard for the Guiding Principles, or pursuing actions inconsistent with the mission of Slow Food USA. A Chapter may appeal this decision to the International College of Guarantors (see Article 35 of the International Statute).

The Leadership Team of a Chapter may choose to close for any reason at any time, as determined by a majority vote of existing Leaders serving on the Leadership Team. The steps for closing a Chapter in this way are: 1) Notify the National Office in writing of intent to close and reasons for this decision 2) Notify the IRS of the dissolution of the chapter 3) Close the Chapter bank account and send any funds remaining therein to the National Office in the form of a check.

In lieu of closing, a chapter can choose to merge with another nearby chapter and combine financial resources.

### **ARTICLE 2 E. Chapter Leadership Powers**

1. To manage the resources of the Chapter.
2. Cast one vote (per chapter) in support of a candidate for State Governor, pursuant to Article 4 B.3
3. Vote on all relevant business at the National Congress, via at least one voting delegate who is chosen by and represents the interests of the Chapter.
4. Use the Slow Food trademark in local Chapter activities (strictly in accordance with the Code of Use for Slow Food Logos as stated in the Chapter Handbook found on the Leader Resources page of the SFUSA website.)

### **ARTICLE 2 F. Chapter Leadership Duties**

1. Utilize Chapter resources to implement the mission of Slow Food in its community, in accordance with SFUSA's Guiding Principles.
2. Adhere to regulations in the National Statute, International Statute, Code of Use for Slow Food Logos, and the Slow Food Fundraising Guidelines.
3. Adhere to all applicable federal, state and local laws, including IRS nonprofit regulations for tax filing, as applicable.
4. Follow best practices for Chapter Leaders as found in the Chapter Handbook (available on SFUSA website).
5. Convene at least one event that is free and open to the public annually
6. Annually report Chapter activity to and seek feedback from Slow Food members in the community -- either at a physical gathering or electronically -- and request a vote from these members on new and renewing Chapter Leaders.
7. Convene regular meetings of Chapter Leadership Team to plan Chapter activity.
8. Manage Chapter finances with integrity.
9. Submit an annual report to the national office.

### **ARTICLE 3. NATIONAL WORKING GROUPS**

The Executive Director may, from time to time, create National Working Groups (NWGs) to undertake projects in cooperation with the National Office or the National Board (such as an Advisory Board or an event committee). The Executive Director will appoint the NWG Chair and specify in writing the responsibilities and duration of the NWG. Within seven days of the creation of an NWG, the Executive Director will notify the National Board of the creation of an NWG and the purpose for which it was formed. The Executive Director may form or dissolve an NWG based on the mission, policy and program needs of Slow Food USA.

### **ARTICLE 3 A. National Working Group Membership**

The Executive Director and NWG Chair shall consult with one another to select NWG members.

## **ARTICLE 3 B. National Working Group Tasks**

NWG recommendations shall pertain only to the defined task of the NWG and shall be made by consensus.

## **ARTICLE 4. STATE GOVERNORS**

The purpose of a State Governor is to (1) coordinate the Slow Food community at a state level; (2) support the healthy development and function of the organization's Champions, Chapters/Chapter Leaders, activities and alliances in the state; (3) work in concert with Leaders throughout the state to organize themselves as best suits their collective aims and; (4) facilitate communication across states and with the national office.

### **ARTICLE 4. A. State Governor Eligibility**

State Governors are seasoned Slow Food leaders who have at least three years of volunteering experience (at any level) within the Slow Food network. A State Governor lives in the state s/he governs and ideally has served in a leadership capacity in their local chapter. While s/he does not have to step down as a chapter leader or board member, it is encouraged in order to grow local leadership capacity and maximize the role of the governor.

### **ARTICLE 4 B. State Governor Election**

1. The National Office will oversee the nomination and election process for appointing any State Governor. Where a State Governor already exists, the outgoing State Governor will oversee the nomination and election process for an incoming State Governor in consultation with the National Office.
2. New State Governorships will be created when the Slow Food network of Leaders and Chapters in a state is sufficiently established to merit this, as determined by the National Office. Individual Leaders meeting the eligibility requirements (outlined in Article 4 A) may self-nominate by contacting the National Office in order to initiate an election. In addition, the National Office may recruit a nominee.
3. In all cases, each Chapter that is active and in good standing (outlined in Article 2 F) in the designated state is entitled to cast one vote in the election. The nominee will be approved if the majority of Chapter responses are in support of the candidate.

### **ARTICLE 4 C. State Governor Communication Role**

State Governors facilitate communication throughout the network by (1) advising local Leaders and Chapters; (2) serving as the first point of contact for Leaders when addressing issues in their Chapters and Communities; (3) acting as a representative of local Leaders to the National Board. A National Board member sits on and organizes the Governors' committee in order to act as the liaison among the State Governors, National Office, and National Board.

#### **ARTICLE 4 D. Election to the Board**

Upon election to the National Board, a State Governor must give up their Governor position within one year.

#### **ARTICLE 4 E. State Governor Powers**

1. In response to complaints, a State Governor may call for an investigation of a Leader or Chapter Board when prompted by complaints or concerns raised by any party involved with the Leader or Board, and unable to be resolved at the chapter level with the governor's support. The National Board Liaison to the Governors will oversee an equitable investigation into the identified complaint and report back with a recommendation for action to the concerned State Governor and the National Office.
2. Recommend the approval of new Chapter applications.
3. Act as the official representative of the organization in her/his state.
4. Ratify amendments made to the governing documents of Slow Food USA by the National Board of Directors in the event that a National Congress is not being held during the 12 months following the proposal of these amendments.

#### **ARTICLE 4 F. State Governor Duties**

1. Promote formation and foster the development of new and established Slow Food leadership in the state.
2. Act as the first point of contact for Leaders when addressing issues in their Chapters and community.
3. Assist in communicating the policies and programs of Slow Food to Leaders.
4. Assist in communicating Champions' and Chapters' activities, successes and challenges to the National Office.
5. Facilitate opportunities for Leaders in the state to meet and communicate.
6. Organize annually at least one State Leaders Meeting, either in person or via conference call.
7. Advise and assist Leaders in resolving leadership disputes if they arise.
8. Attend the in-person Governors' Forum gathering, to occur in conjunction with the annual national gathering or at another time and place as agreed upon by the majority of Governors, with approval from the National Office.
9. Participate in monthly Governor conference calls overseen by the National Board Liaison to the Governors and facilitated by the National Office staff.
10. Upon approval of two-thirds of the State Governors and the Executive Director, amend and adopt best practices, procedures and guidelines for fulfilling the Governor's duties and responsibilities.

#### **ARTICLE 4 G. Removal of a State Governor**

Should Chapter Leaders in a state wish to remove a State Governor, they may submit their complaint in writing to the National Office, specifying the request for an early election. Other State Governors or the National Office also may recommend the removal of a State Governor to the Executive Director. A State Governor may be removed if he/she is not effective in his/her role or if his/her behavior or activities are in clear conflict with the principles and aims of Slow Food USA.

Upon receiving such a request for removal, the Executive Director shall call for an investigation by an

ad hoc Investigation Committee (IC) formed for this purpose. The Executive Director will appoint three members to the IC, including at least one National Office staff member, one State Governor, and one other person in a leadership position with SFUSA, each of whom is unbiased in the case at hand. If, after due investigation and a decision by majority vote, the IC recommends the sitting State Governor be removed, the Executive Director may dismiss the State Governor. Within seven days of receiving notice of the Executive Director's action, the challenged State Governor may appeal the decision to the National Board of Directors.

The National Office shall initiate an election to replace any State Governor who has been dismissed, pursuant to Article 4 B, above.

## **ARTICLE 5. EXECUTIVE DIRECTOR**

The Executive Director leads and manages the SFUSA organization in the United States.

### **ARTICLE 5 A. Powers of the Executive Director**

Powers of the Executive Director are specified in the Executive Director Job Description approved by the SFUSA National Board. They include, but are not limited to:

1. Give direction and leadership toward the achievement of SFUSA's philosophy, mission, strategy, and its annual goals and objectives
2. Be a voice of SFUSA in public, including the broader Slow Food network and media.
3. Propose and manage the annual budget.
4. Hire and terminate staff.
5. Manage staff and other resources.
6. Represent SFUSA on the Slow Food International Board or delegate a representative, subject to approval of the National Board, to do so in his/her stead.

### **ARTICLE 5 B. Duties of the Executive Director**

1. Abide by the policies and priorities set by the National Board.
2. Report to the National Board per its request.
3. Attend National Board meetings.

## **ARTICLE 6. NATIONAL OFFICE**

The purpose of the National Office is, as authorized by the Executive Director, to (1) support the health and growth of the Slow Food network; (2) provide leadership and a national voice; (3) coordinate national campaigns that exercise our collective power; (4) organize national gatherings of the Slow Food network; and (5) serve as a national anchor and organizer for the global Slow Food movement.

The National Office consists of the staff, including all employees, interns, contractors, consultants, and designated volunteers working under the direction of the Executive Director.

## **ARTICLE 6 A. Powers of the National Office**

1. Approve new Chapter applications and oversee Chapter compliance with SFUSA Statute requirements.
2. Oversee investigations of Chapter Leadership or State Governorship when a complaint has been lodged.
3. Work to resolve disputes at the Chapter level, should the State Governor be unable to act with impartiality.
4. Oversee elections for State Governors.
5. Implement national campaigns, projects, and initiatives.
6. Perform other responsibilities as delegated by the SFUSA Executive Director.

## **ARTICLE 6 B. Duties of the National Office**

1. Facilitate the flow of information and feedback between the local, state, national, and international entities of the organization.
2. Implement campaigns and initiatives as authorized by the Executive Director and the National Board.
3. Carry out all operational activities necessary for the functioning and health of the organization.
4. Ensure that the corporation's resources are directed towards implementation of the mission of Slow Food in the nation, in accordance with SFUSA's Guiding Principles
5. Adhere to regulations in the National Statute, International Statute, Code of Use for Slow Food Logos, and Slow Food Fundraising Guidelines.
6. Adhere to all applicable federal, state and local laws, including IRS nonprofit regulations for tax filing and public reporting.

## **ARTICLE 7. NATIONAL BOARD OF DIRECTORS**

The purpose of the National Board of Directors (“National Board” or NBOD) is, as SFUSA’s highest oversight body, to (1) provide governance to the organization and proper fiduciary oversight; (2) align mission and purpose that articulates the organization's goals, means, and primary constituents served; (3) participate in any planning processes for SFUSA and assist in implementing and monitoring the plan's goals; (4) determine which programs and campaigns are consistent with SFUSA's mission and monitor their effectiveness and; (5) with the SFUSA National Office, clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community in order to enhance SFUSA's public standing.

### **ARTICLE 7A. National Board Operations**

Slow Food International recognizes the Slow Food USA National Board of Directors, via the Slow Food USA – Slow Food International Agreement, as the "National Board of Directors" as stated in Article 17 of the International Statute. The SFUSA-SFI Agreement, signed by the International Executive Director and the Chairman of the National Board, gives the SFUSA Board of Directors exclusive concession to use the Slow Food national logo, in the format governed by the Code of Use for Slow Food Logos. The National Board operates in accordance with the Slow Food USA Bylaws and Articles of Incorporation. These include, but are not limited to the following principles.



## **ARTICLE 7 B. National Board Composition**

The National Board shall consist of a minimum of three members. One member shall be the International Executive Director (or his/her delegate). One member shall be a former State Governor, elected by the Board upon nomination by the body of the State Governors as a whole. One third of the USA-based members shall be elected from the SFUSA Volunteer Leadership. When vacancies arise, the National Board shall ensure compliance with these composition requirements within six months.

The National Board, in response to the needs of the organization, may define criteria for the remaining seats. The National Board may then fill these seats at its discretion. The timing of elections, number of members and their terms are set by the National Board in reference to the need to stagger terms.

## **ARTICLE 7 C. International Representation**

The National Board nominates a slate to fill seats representing Slow Food USA on the International Board or International Council (to be confirmed by election at the International Congress).

## **ARTICLE 7 D. National Board Terms**

The first term of any National Board Director is two years, with the option to be re-elected for two more terms of three years each, for a total of eight consecutive years. Any former National Board Director may be reelected to the National Board after a one-year hiatus. Should an outgoing National Board Chair be at the end of their eight-year term, their term will be extended for the period of one additional year for service as Chair Emeritus. Once on the National Board, all National Board Directors, whether Governor-nominated or not, are re-elected by their peers.

A majority of National Board Directors may remove a Board Director if their behavior or activities are in clear conflict with the principles and aims of Slow Food. The National Office and other Directors will work with the Board Director in question to provide feedback on conflicts and set a reasonable timeline to reconcile issues before suggesting recourse for removal.

## **ARTICLE 7 E. National Board Powers**

1. Set policies and priorities in accordance with and fulfillment of the SFUSA Guiding Principles, National Statute, International Statute, Code of Use for Slow Food Logos, and Slow Food Fundraising Guidelines.
2. Amend all governing documents of Slow Food USA, including the National Statute, which is subject to ratification by delegates at the National Congress or, in interim periods, by the State Governors.
3. Approve the annual budget.
4. Hire and terminate the Executive Director.
5. Annually review performance of the Executive Director.
6. Elect corporate officers in accordance with state and federal laws pertaining to corporate governance.
7. Create working committees of the National Board as it may deem necessary to conduct its business.

## **ARTICLE 7 F. National Board Duties**

1. Maintain the vision of Slow Food USA.

2. Assist the National Office in fundraising efforts, including making a personally significant annual financial contribution to Slow Food USA.
3. Ensure that the organization complies with all applicable federal and state laws.
4. Monitor the correct use of the logo in the United States, following the terms and rules set by the Code of Use for Slow Food Logos.
5. Review the financial statements on a quarterly basis.
6. Meet periodically in person and by conference call (minimum 4 times per year).
7. Provide a National Board representative to the State Governors who shall serve as the primary point of contact for ensuring communication between the Governors and the Board.

## **ARTICLE 8. NATIONAL CONGRESS**

A National Congress shall be held at least every four years, in conjunction with or separately from a larger annual gathering of the Slow Food network. The purpose of this Congress is to conduct business, provide the opportunity for peer-to-peer learning amongst Leaders, and promote national/regional networking activities.

### **ARTICLE 8 A. National Congress Representation**

Before each National Congress, in order to determine the number and distribution of voting-delegate spots, the National Board of Directors (NBOD) decides on a system of active-Leaders representation. At least one representative from each active Chapter (as defined in Art. 2 F) shall be designated a voting delegate.

### **ARTICLE 8 B. National Congress Duties**

1. Ratify any amendments to the National Statute made by the Board in the one-year period preceding the Congress. If Chapter Leaders, State Governors, National Working Group members, the National Office, Champions, or Members have amendments to propose between Congresses, they may propose amendments electronically to the NBOD to consider, as outlined in the Preamble.
2. Deliberate policies, programs, and future direction of Slow Food USA.

## **ARTICLE 9. INTERNATIONAL COUNCIL REPRESENTATION**

Delegates to the International Council represent Slow Food USA in the international arena.

### **ARTICLE 9 A. International Councilor Seats**

The Slow Food International Council will provide guidelines that stipulate the number of Councilor seats that represent Slow Food USA on the Council. Nominees are selected by the National Board and must be confirmed by election at the International Congress. The term of election is four years.

### **ARTICLE 9 B. International Councilor Powers**

Cast a vote on issues presented to the International Council.

**ARTICLE 9 C. International Councilor Duties**

1. Attend meetings of the International Council.
2. Represent the members of Slow Food USA.
3. Communicate to the Board, State Governors and Chapter Leaders the policies and programs approved by the International Council.