



Slow Food USA®

## PHASE II: CHAPTER APPLICATION

You have made it to Phase II of III in the chapter application process! This part of the application will be geared towards getting your chapter on the books. The application is intensive, so please stay in touch with the Slow Food USA national office for assistance throughout this process. We are always thrilled to help enthusiastic Slow Food leaders start chapters in their communities.

### **You will need to review, complete and/or sign the following documents:**

1. [Slow Food Guiding Principles](#)
2. [Local Chapter Board Member Agreement](#)
3. [Code of Conduct](#)
4. [Articles of Association](#)
5. [Use of Name, Logo and Contact/Membership List Policy](#)
6. [Chapter By-laws Template](#)
7. [Declaration of Consent to Chapter Bylaws and Conflict of Interest Policy](#)
8. [Local Chapter Group Exemption Policy](#)
9. [Local Chapter Banking Resolution](#)

Please read the instructions and complete the following steps:

#### **Instructions**

#### **Step One - Getting Started & Signing Documents**

#### **Step Two - Writing the Chapter's Bylaws**

#### **Step Three - Filing for an Employee Identification Number (EIN)**

#### **Step Four - Open a Bank Account**

#### **Step Five - Submit Completed Application with all Documents**

Once the national office has reviewed and approved your application, you will receive an official charter recognizing your new Slow Food USA chapter!! At that point, we will also provide you with a customized Slow Food chapter logo, a dedicated @slowfoodusa.org email address for your chapter, and a list of current Slow Food members in your area. Shortly thereafter, you'll receive a box of promotional materials and other goodies to help get your chapter going

## Instructions

**Read through this entire application before beginning any of the steps.** If you have any questions at any point do not hesitate to email them to [chapters@slowfoodusa.org](mailto:chapters@slowfoodusa.org) or to call the national office at 718-260-8000. **The national office must receive all required documents at one time in a single message order to process them. Individual documents will not be accepted nor retained.**

### Step One - Getting Started

Get started by bringing together the chapter's leadership team. This meeting should have three goals:

- A. Sign necessary initial documents
- B. Discuss and Commit to Joy + Justice
- C. Determine who is responsible for accomplishing the next four steps in this process
- D. Set a date for the next team meeting

#### A. Signing Documents

At this stage, you are setting the foundation for the structure and expectations of your Local Chapter Board. All Documents mentioned are included in the [Document Packet](#) at the end of this Guideline.

Designate one leader on your team, usually the Chair, to be responsible for collecting all necessary documents throughout this phase of the process who will submit them to Slow Food USA's national office at the very end.

Please review and sign the following documents:

- [Slow Food USA Guiding Principles](#)  
The purpose of this document is to outline and acknowledge your commitment to the values adopted by Slow Food USA. This should be **signed by every chapter leader.**
- [Local Chapter Board Members Agreement](#)  
The purpose of this document is to demonstrate your Board members' commitment to being a part of the Slow Food Movement and managing the chapter in accordance with all guidelines provided by Slow Food USA. This should be **signed by every chapter leader.**

- **Articles of Association**

This document demonstrates that your local chapter will not engage in any prohibited political and legislative activity and that all of its assets will be dedicated to its exempt purpose under 501(c)(3). This should be reviewed, voted on and **signed by two chairs**.

Every member should review the following document:

- **Use of Name, Logo and Contact/Membership List Policy**

This document outlines the permitted use of the Slow Food name and logo and the Contact List policy. This should be **reviewed and agreed upon by every chapter leader**.

## **B. Discuss and Commit to Joy + Justice**

Your leadership team should use this meeting to commit to Equity, Inclusion, and Justice. The Slow Food USA community is committed to the lifelong work of taking action to dismantle oppressive systems, we call this our commitment to Joy + Justice.

- **Code of Conduct**

This document outlines principles and actions that will ensure a safe space at all levels of the Slow Food network for all leaders and participants. Every chapter leader should **review** and commit to abiding by the Code of Conduct.

You should also use this time to draft six action points that demonstrate your chapter's commitment to becoming an antiracist organization.

Once you are approved as a chapter, you will be asked to commit to Joy + Justice on our website by signing our Code of Conduct, and submitting your six action points. The link is found [here](#).

You may refer to current chapter commitments on our [website](#) by scrolling to **SLOW FOOD USA NETWORK EIJ ACTION PLANS**.

## **C. Delegating responsibilities**

Determine who will take the lead on each step of this process - more details below.

## **D. Next Meeting**

This is a good time to set a recurring monthly meeting for your team; having a stable schedule for chapter board meetings is strongly recommended. Make sure you schedule your next meeting

with enough time to follow up and complete the application process by the deadline that you received from the national office. At that meeting your team will need to:

1. Vote to adopt the chapter bylaws
  2. Vote on which bank to open an account with
  3. Sign all remaining documents in order to complete the application
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## **Step Two - Writing the Chapter's Bylaws**

At this step you will be addressing Chapter Bylaws. The goal is to:

- A. Discuss and draft Chapter Bylaws
- B. Sign the "Declaration of Consent to Bylaws and Conflict of Interest Policy."

### **A. Discuss and Create Chapter Bylaws**

Bylaws are an important element of running a Slow Food USA local chapter. They will serve as your organizational manual and will guide you through the orderly operations of the chapter. For guidance, refer to the [Local Chapter Bylaws Template](#), which is meant to provide chapters with the core elements needed for structure within a chapter. You may choose to draft your own Bylaws from scratch.

Whether you use the template or draft your own, the Local Chapter Bylaws must consist of the following:

- Local chapter name and purpose
- Terms of office and process of elections for the local chapter board
- Organizational structure and job descriptions
- Management of financial resources
- Conflict of interest policy
- Process for amending bylaws

Note that Slow Food USA local chapters are defined by the IRS as subordinate associations of Slow Food USA, a 501(c)3 non-profit organization.

These bylaws may be expanded or amended at any time in order to suit your chapter's needs. The most current edition of the chapter bylaws should be available upon request to all Slow Food USA members in your community and to the National Office.

## **B. Sign the Declaration of Consent to Bylaws and Conflict of Interest Policy.**

The final draft of the chapter’s bylaws should be circulated to the leadership team in advance of the next meeting. At that meeting, hold a vote to adopt the bylaws and record these in the meeting minutes.

Each chapter leader should sign:

- **[Declaration of Consent to Bylaws and Conflict of Interest Policy](#)**  
This document outlines your written consent to abide by the Bylaws and fully disclose any interests, relationships, and holdings that could potentially result in a conflict of interest.
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## **Step Three - Filing for an Employee Identification Number (EIN)**

The chapter needs an EIN before moving on to Step 4, which is opening up a bank account. An EIN is basically an ID number that the IRS uses to identify the chapter.

The SS-4 form is what you’ll need to fill out to apply for your local chapter’s EIN.

### **A. How to Apply for an EIN Online**

The quickest and easiest method to complete the application is **online**. You can complete the EIN application online [here](#). Scroll to Step 3, click the blue “Apply Online Now” button.

#### **Use the following directions to guide you:**

**Step 1** Identify *What type of legal structure is applying for an EIN?*

**Select:** View Additional Types, Including Tax-Exempt and Governmental Organizations

*Additional Types*

**Select:** Other Non-Profit/Tax-Exempt Organizations  
Confirm this selection

*Why is the Non-Profit/Tax-Exempt Organization requesting an EIN?*

**Select:** Banking purposes

**Step 2** Authenticate *Who is the Responsible Party for the Non-Profit/Tax-Exempt Organization?*

**Select:** Individual

*You selected individual. Please tell us about the Responsible Party.*

**Enter:** the following details for the Chapter's founding Chair or Treasurer  
*First Name Middle name/initial Last name Suffix Social Security Number or Individual  
Taxpayer Identification Number*

*Choose one:* **Select:** I am a responsible and duly authorized member or officer having knowledge of this organization's affairs

**Step 3** Addresses *Where is the Non-Profit/Tax-Exempt Organization physically located?*

**Enter:** the home address and contact phone number of the founding Chair or the office address and phone number if your chapter is renting office facilities.

*Should the mail be directed to a specific person or department within your organization? (This is commonly referred to as the "Care Of" name.)*

**Enter:** the name of the chapter

*Do you have an address different from the above where you want your mail to be sent?*

**Enter:** If the chapter will be using a PO Box to receive mail, enter it here.

**Step 4** Details *Tell us about the Non-Profit/Tax-Exempt Organization.*

**Enter:** The chapter name as the organization's legal name, county where the chapter operates, state where the chapter operates, and today's date as the start date.

## **B. How to Apply for an EIN Offline**

If you are not comfortable sending information via the Internet, go to [www.irs.gov](http://www.irs.gov) to download Form SS 4 as a PDF or call the IRS at 800-829-4933 for assistance.

Here are a few guidelines to follow when filling out IRS Form SS 4:

Q19a) Type of Entity: Check off 'other nonprofit organization' (Specify: unincorporated association) and include the Group Exemption number: 4272

Q10) Reason for applying: Check off 'Banking purpose' (Specify: Depositing contribution for group events)

Q12) Closing month of accounting year: December

Q13) Highest number of employees expected in the next 12 month: Enter 0/0/0

Q15) First date Wages or annuities were paid: N/A

Q16) Check one box that best describes the principal activity of your business:  
Check Other (Specify: Education)

Q17) Indicate Principal line of merchandise sold: Food Education

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## **Step Four - Open a Bank Account**

Usually, the Treasurer will take responsibility for this step. It is also a good idea to have the Chair authorized as a signatory on the bank account.

### **A. Sign the Local Group Exemption Letter**

When you receive your chapter EIN, email [chapters@slowfoodusa.org](mailto:chapters@slowfoodusa.org) with the EIN and a signed [Local Chapter Group Exemption Letter](#), which gives authorization to include your chapter as a “subordinate organization” of Slow Food USA. This should be **signed by one officer**.

### **B. Open Bank Account**

Next, shop around for a bank that will best suit your chapter’s needs. When possible, we suggest asking nearby local chapters which bank they use—not all banks are familiar with working with non-profit chapters.

At the next board meeting, present your recommendation for which bank to use and take a vote. Record this vote in the minutes.

Complete the [Local Chapter Banking Resolutions](#), which defines the relationship, responsibilities and privileges that the local chapter board members maintain with respect to the company’s banking needs. This should be **filled out and signed by the chair, vice chair, and treasurer**.

Bring the completed Banking Resolutions form that, the EIN, and the letter from Slow Food USA to the bank. It's a good idea to call ahead to schedule an appointment and confirm who and what you will need to bring with you to get an account opened in one visit.

Tell the banker that you want to open a convenience checking account for your Slow Food local chapter, a “subordinate informal association of a national non-profit” to facilitate the receipt of contributions from members and the payment of event expenses.

Give your banker your completed resolutions form, although your bank may have its own form for such an account that you will have to complete. In addition, your bank will probably require signature cards in addition to other possible documentation. Be aware that a “subordinate association” is often confused with a not-for-profit corporation or another form of organization that has a commonly recognizable legal existence.

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## Step Five - Submit Completed Application

All the documents mentioned above are compiled in the Document Packet. You must collect and submit the following:

- Slow Food USA Guiding Principles
- Local Chapter Board Members Agreement
- Articles of Association
- Chapter Bylaws
- Declaration of Consent to Bylaws and Conflict of Interest Policy
- Local Chapter Group Exemption Policy
- Banking Resolution
- Proof of existing Chapter bank account (eg. voided check, letter from the bank, etc.)

Send the completed application by email to [chapters@slowfoodusa.org](mailto:chapters@slowfoodusa.org). Save all of the files in a folder saved as “Slow Food [Chapter Name] Founding Documents.” Compress this file and attach it to the email. ***Please do not send documents piecemeal.***





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## DOCUMENT PACKET

Included below are all documents mentioned throughout the Phase II Application. The Document Packet can be completed online or you may print it out, complete it by hand, and scan it. All signed documents must be submitted by email.

1. [Slow Food Guiding Principles](#)  
*Signed by every chapter leader*
2. [Local Chapter Board Member Agreement](#)  
*Signed by every chapter leader*
3. [Code of Conduct](#)  
*Reviewed by every chapter leader*
4. [Articles of Association](#)  
*Reviewed, voted on, and if approved, signed by two chairs*
5. [Use of Name, Logo and Contact/Membership List Policy](#)  
*Reviewed by every chapter leader*
6. [Chapter By-laws Template](#)  
*Signed by every chapter leader*
7. [Declaration of Consent to Chapter Bylaws and Conflict of Interest Policy](#)  
*Signed by every chapter leader*
8. [Local Chapter Group Exemption Policy](#)  
*Signed by one officer*
9. [Local Chapter Banking Resolution](#)  
*Filled out and signed by chair, vice chair & treasurer*



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## GUIDING PRINCIPLES

*The purpose of this document is to outline the values adopted by Slow Food USA, and to acknowledge your commitment to these values. Our primary goal is to advocate for good, clean and fair food for all.*

*Slow Food USA acknowledges that many injustices exist within our food system and we are proactively working to dismantle these structures. We are committed to listening to those most impacted by food injustice to take appropriate action to support, deepen or create local food justice and food sovereignty efforts. In signing this document you commit to these principles, especially as they fit into your unique community.*

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### GOOD

- We believe in the universal right to pleasure
- We cultivate and reinvigorate joyful connections to community, place, culture and tradition.
- We believe food should taste good.

### CLEAN

- We are stewards of the Earth, protecting natural resources and biodiversity for future generations
- We respect the interdependence between people and the environment
- We promote food that is regional, seasonal, and sustainably grown.

### FAIR

- We seek fair compensation for producers and fair access for consumers.
- We welcome everyone to the table.
- We are dedicated to global solidarity.
- We believe in humane treatment of livestock.
- We represent Slow Food without ego or self-promotion.

As a Leader of the Slow Food movement, I will, to the best of my ability, abide by both the letter and the spirit of these principles when I represent or act on behalf of Slow Food.

1. Printed Name:\_\_\_\_\_

Signature\_\_\_\_\_ Date \_\_\_\_\_

2. Printed Name:\_\_\_\_\_

Signature\_\_\_\_\_ Date \_\_\_\_\_

3. Printed Name:\_\_\_\_\_

Signature\_\_\_\_\_ Date \_\_\_\_\_

4. Printed Name:\_\_\_\_\_

Signature\_\_\_\_\_ Date \_\_\_\_\_

5. Printed Name:\_\_\_\_\_

Signature\_\_\_\_\_ Date \_\_\_\_\_



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## LOCAL CHAPTER BOARD MEMBERS AGREEMENT

*The purpose of this document is for your local chapter Board Members to commit to managing the chapter in accordance with all guidelines provided by Slow Food USA, including the Guiding Principles, National Statute, use of name and logo and contact/membership list policies, and Conflict of Interest policy.*

*In signing this document, Board Members commit to being a part of the global Slow Food movement. As board members you agree to seek to inspire lasting change in the food system to ensure it is good, clean and fair for all.*

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The undersigned Slow Food leaders agree to form a chapter to be known as Slow Food \_\_\_\_\_, and to manage its affairs in accordance with the Guiding Principles, National Statute, use of name and logo and contact/membership list policies, Conflict of Interest policy, and all guidelines provided by Slow Food USA.

Slow Food \_\_\_\_\_ is part of the global Slow Food movement. Slow Food seeks to create dramatic and lasting change in the food system. We reconnect our community with the people, traditions, plants, animals, fertile soils, and waters that produce our food. We work to inspire a transformation in the food system in order to ensure equity, sustainability and pleasure in the food we eat.

We inspire communities and individuals to change the world through food that is good, clean and fair for all.

The names and contact information about the chapter leadership team is as follows:

**Chairperson 1**

First Name	
Last name	
Email address	
Phone number	

Signature \_\_\_\_\_

**Chairperson 2**

First Name	
Last name	
Email address	
Phone number	

Signature \_\_\_\_\_

**Chairperson 3**

First Name	
Last name	
Email address	
Phone number	

Signature \_\_\_\_\_

**Chairperson 4**

First Name	
Last name	
Email address	
Phone number	

Signature \_\_\_\_\_

**Chairperson 5**

First Name	
Last name	
Email address	
Phone number	

Signature \_\_\_\_\_



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## SLOW FOOD CODE OF CONDUCT

*The purpose of the following document is to outline principles and actions that will ensure a safe space at all levels of the Slow Food network for all leaders and participants. Respect and kindness should be the basis of all interactions as we advocate for the common mission of the Slow Food movement. This document specifies the necessity to dismantle all systems of oppression so that no bias persists in our communities. In reviewing this document you commit to abiding by the Code of Conduct.*

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As a member/leader/staff/participant of Slow Food, I agree to:

1. **Build and maintain healthy relationships.**
2. **Be kind** before any other reflexive reaction
3. **Focus on our common goal**—the Slow Food mission. Treat this as a professional workspace where we are all here for common purposes.
4. Prioritize **healthy relationship building** as a key part of creating a safe community whenever two or more people interact. A **safe community** is defined as a community that is dedicated to:
  - building consent and collaboration (Consent means “no significant objection” vs Consensus which means “complete agreement”)
  - maintaining respect for all parties
  - actively ensuring that all feel safe and that all are able to participate
  - being productive and solution-driven towards our shared mission and values
  - valuing the diversity of cultures, knowledge, skills and opinions
  - focusing constructive and productive criticism on ideas, systems, projects-- and not focusing criticisms on people
  - Practicing transparency in our decisions and work

5. **Dismantle systems of oppression**, especially white supremacy and patriarchy, always and in every interaction we have- -so that no bias against gender/gender identity, race, sexual orientation, disability, physical appearance, religion, or any other oppressive bias exists or persists in our communities.
  
6. Address conflict in a respectful and inclusive manner by
  - Maintaining absolute zero-tolerance for bullying; even if the person who is the aggressor could be representing a valid point
  - Expecting conflict. Change rarely occurs without it.
  - Recognizing conflict is an opportunity. Remind ourselves that while conflict is stressful, it is always an opportunity for growth.
  - Using respectful language to all parties
  - Avoiding assumptions and instead prioritize asking questions. Maintain a culture of inquiry and curiosity.
  - Realizing that both impact and intent are valid. Just because you did not intend to be hurtful, does not mean that the impact is invalid.
  - Building toward consensus always
  - Taking advantage of teachable moments. When appropriate and possible (likely once time has passed since the conflict), communicate the elements of conflict and conflict resolution to the larger network in a way that respects privacy and honors the network learning.

Conflicts and interactions that do not abide by these values and principles will be handled by local leadership/members. If no consensus/resolution is reached, the issues will be escalated to the regional governors and then to Slow Food national office if needed.

*I agree with these statements and values. I will work to uphold these values whenever dealing with Slow Food-- and hope to carry these values into all aspects of my life.*





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## ARTICLES OF ASSOCIATION

*Articles of Association function like a legal “constitution” for Slow Food USA. In simple terms, these are the rules by which Slow Food runs as a 501(c)3 non-profit organization. Your local chapter will be defined by the IRS as a subordinate association of Slow Food USA, thus taking on this 501(c)3 status. The articles included are important in order to maintain tax-exempt status, and indicate that your chapter will not engage in any prohibited political and legislative activity and that all of its assets will be dedicated to its exempt purpose under 501(c)3.*

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### ARTICLE I

THE NAME OF THE ORGANIZATION IS: Slow Food \_\_\_\_\_

### ARTICLE II

Said organization is exclusively for charitable, religious, educational and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV:

THE ABOVE ARTICLES OF ASSOCIATION WERE ADOPTED BY OUR GOVERNING BODY ON \_\_\_\_\_ (mm/dd/yy).

SIGNATURE OF OFFICER \_\_\_\_\_ NAME: \_\_\_\_\_

SIGNATURE OF OFFICER \_\_\_\_\_ NAME: \_\_\_\_\_



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## USE OF NAME, LOGO AND CONTACT/MEMBERSHIP LIST POLICY

*Please review this document which outlines the permitted use of the Slow Food name and logo. Once approved as a chapter, you will be issued and permitted use of your own Slow Food Chapter Logo. As a representative of Slow Food USA, it is your responsibility to promote and respect the integrity of the Slow Food Brand, which is visible in our logo.*

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### **Name and Logo**

The name "Slow Food" and the use of the snail logo are protected by law. Your chapter is authorized to use the words "Slow Food" only as a part of your chapter name, and only in your materials for Slow Food purposes and programs. Such use of the "Slow Food" name in printed form shall be in the same font (presently "Times New Roman"), and the snail and lettering shall be in the same juxtaposition as appears in your official logo issued by Slow Food USA. In the case that a chapter wishes to use the "Slow Food" logo and name independent of your chapter name, special authorization must be obtained from the Slow Food USA National Office. Use of the name for personal or business purposes is strictly forbidden. This right to use the name and to use it with the snail logo is a revocable license and as such can be revoked by Slow Food USA at any time for any reason.

### **Contact/Membership Lists**

The chapter contact list, which is sent to the chapter's official email address on a monthly basis, may be used only for Slow Food chapter purposes. Use of the contact list for personal or business purposes is strictly forbidden. Advertising for outside sources via chapter emails or the chapter website will be at the Chapter Board's discretion; we encourage you to connect with outside sources but not to abuse your contacts' privacy, nor to bombard them with emails. Slow Food USA encourages local chapter leaders to keep in touch with community members via email and to email contacts with email marketing software (eg Constant Contact, MailChimp, etc.), to use BCC (blind carbon copy) when sending a group email, or create another group email function to keep individuals' email addresses private.



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## LOCAL CHAPTER BYLAWS TEMPLATE

*This document provides a template to draft your local chapter Bylaws. Bylaws function to guide you through the orderly operations of the chapter. They must reflect the Guiding Principles of Slow Food USA, adhere to the National Statute, and conform to all local laws and regulations. In this template, the core elements needed for structure within a chapter are listed. However, we encourage you to adjust the Bylaws to fit your chapters unique needs. Bylaws are the foundation for your chapter’s internal structure.*

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### **Slow Food USA Mission:**

We inspired individuals and communities to change the world through food that is good, clean and fair for all.

### **Local Chapter Mission Statement:**

As a local chapter of Slow Food USA, Slow Food \_\_\_\_\_ strives to  
\_\_\_\_\_,  
\_\_\_\_\_, and  
\_\_\_\_\_ in the  
community of \_\_\_\_\_.

### **Article 1: Name & Logo**

- 1.A The organization shall be called Slow Food \_\_\_\_\_.
- 1.B Slow Food \_\_\_\_\_ will use the chapter name and logo of Slow Food in accordance with the international Code of Use for Slow Food Logos.

### **Article 2: Purpose**

- 2.A Slow Food \_\_\_\_\_ is a local chapter of Slow Food USA, which is part of the international Slow Food movement. A chapter, known abroad as a convivium, is a tool for implementing the Slow Food mission on a local level and therefore the grassroots expression of the movement.
- 2.B Slow Food \_\_\_\_\_ engages the local community in supporting and promoting local, sustainable food and food traditions, and in advocating for good,

clean and fair food for all people. The local chapter's primary focus is described in the above local chapter mission statement.

- 2.C Slow Food \_\_\_\_\_ strives to be an inclusive convener of all the community it serves and therefore does not, under and circumstances, discriminate against people based on race, age, gender, physical ability, income, or political affiliation.
- 2.D Slow Food is a nonprofit organization with public and charitable purposes. It is not organized for the private gain of any person or business.

### **Article 3: Membership**

- 3.A Membership to Slow Food is open to all.
- 3.B Membership is official once an individual has paid their membership rate to Slow Food USA.
- 3.C Membership is terminated once the individual does not renew his/her membership.
- 3.D Members who affiliate with Slow Food \_\_\_\_\_ gain voting privilege in chapter board elections.
- 3.E Slow Food USA will provide local chapters with a list of Slow Food USA members who have affiliated with Slow Food \_\_\_\_\_ upon request.
- 3.F Annual membership fees are determined by Slow Food USA.

### **Article 4: Meetings**

- 4.A Slow Food \_\_\_\_\_ will hold at least one free and open general meeting for affiliated members and the public each year.

### **Article 5: Board Structure**

- 5.A The Board of Slow Food \_\_\_\_\_ will guide the general direction a of the group, ensuring the projects and activities of the local chapter are consistent with the ideas and values of the Slow Food movement.
- 5.B Board meetings are held monthly or bi-monthly. The board meeting agenda shall be sent in advance via email, or can follow a regular agenda of reports from each Board member on activities and plans. All Board members must be notified in advance of a vote and be permitted to submit their vote prior to the meeting if they will be absent. A quorum is defined as half plus one.
- 5.C Local Chapter Board term limits  
The Board term limits for each position are 2-3 years. Board members may serve a maximum of six years in one position, provided that confirmation by election occurs at least once every three years. Members who have served for six consecutive years may be eligible for re-election after a minimum one-year hiatus.

5.D The Local Chapter Board is composed of several positions, described here:

5.D.1 The Chair runs board meetings, acts as one of two signing authorities for the chapter bank account, acts as primary contact for the group, oversees the activities of the chapter, and ensures that the chapter is meeting all annual requirements. The Chair liaises with the Slow Food USA national office, the Regional Governor and other local chapter Chairs in the region.

5.D.2 The Vice Chair acts in the Chair's stead when the Chair is unavailable, and oversees the sub-committees.

5.D.3 The Treasurer tracks the income and expenditures of the chapter, acts as one of two signing authorities for the chapter bank account, prepares an annual budget for the chapter, sets fundraising goals and activities for the chapter, and files the chapter's annual taxes with the IRS

5.D.4 The Secretary (this role may be filled in conjunction with another role) produces agendas and minutes for Local Chapter Board meetings and the Annual Meeting. The secretary produces meeting minutes.

5.D.5 The Liaison to the National Office (this role may be filled in conjunction with another role) ensures that current contact information for the chapter and its leaders is on file at the Slow Food USA national office, responds to requests from national office staff in a timely manner, and files the chapter's Annual Report with Slow Food USA.

5.D.6 [List other positions within the chapter here.]

5.E Slow Food \_\_\_\_\_ may form sub-committees by vote of the board. Sub-committees may oversee specific projects, activities, or events. These committees may informally elect a committee leader as the primary contact for and coordinator of the project, activity, or event.

## **Article 6: Elections**

6.A The Chair of the Slow Food chapter should have relevant experience with the local chapter or with the Slow Food movement.

6.B The Board will appoint an elections officer to oversee elections. The elections officer may not run for a position in the election. The elections officer oversees election proceedings, ensuring fairness of process and outcome, answers questions about the election, and collects and counts the votes.

6.C The elections officer should announce the election to all members via email several weeks before the election is to occur.

6.D Elections can be held at the annual meeting.

- 6.E Candidates for positions may give a brief speech at the election meeting or provide a statement to be read in advance.
- 6.F Voting is done by yes/no votes.
- 6.G Voting can be done by secret ballot or by electronic vote.
- 6.H A candidate wins the seat if half plus one of the votes cast are in their favor.

### **Article 7: Standards of Conduct**

Slow Food. Local Chapter Board members have the obligation to meet the following standards of conduct, and to hold other leaders accountable to them as well.

- 7.A Adhere to Slow Food USA's Guiding Principles
- 7.B Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
- 7.C Create a welcoming environment for new leaders, affiliated volunteers; avoid exclusiveness and language or behavior that offends others.
- 7.D Always represent Slow Food and its mission in a positive and professional manner; work to resolve disagreements within the local chapter.
- 7.E Accurately present the Slow Food's policies and positions when communicating on behalf of the organization; don't use a Slow Food leadership role or title to advance personal views.
- 7.F Use member lists, contact lists and information about members and contacts for organizational purposes only.
- 7.G Use Slow Food resources wisely and in keeping with the fiduciary responsibility of all chapter leaders.
- 7.H Foster an open and democratic decision-making process; respect decisions once they are made.
- 7.I Praise publicly, criticize privately and tactfully.
- 7.J Handle disputes on the most local level, according to the guidelines provided in the Slow Food USA National Statute. If disputes cannot be resolved locally, the State Governor (where applicable) and/or Slow Food USA national office should be contacted to serve as an impartial mediator.

### **Article 8: Amendments**

- 8.A Any member may submit a proposal for the amendment of these bylaws.
- 8.B This submission must occur at a board meeting.
- 8.C If one third of those present, by open show of support, wish to consider such an amendment, the amendment may be taken to a vote at the following board meeting. 8.D

- 8.D The amendment must receive the support of three quarters of those chapter leaders at that meeting in order to go into effect.
- 8.E The current by-laws must be posted on the local chapter web site or be available upon request.

### **Article 9: Conflicts of Interest**

Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. Public perception and confidence in Slow Food USA are vital to the success of the organization. Slow Food USA is a volunteer-run organization and recognizes that its leaders and members have conflicts of interests from time to time. Introducing a conflict of interest policy to the Local Chapter Board is meant to protect, not punish, the interest of your local chapter when it is contemplating entering into a transaction or arrangement.

A conflict of interest may arise whenever the personal or professional interests of a Board member, staff, or volunteer are potentially at odds with the organization's best interests. Such conflicts are common and acceptable if they benefit the group and if the Board makes decisions in the chapter's best interests in a fair and informed manner.

The standard of behavior at Slow Food USA stipulates that all Local Chapter Board members scrupulously avoid conflicts of interest between the organization's interests on one hand, and their personal, professional, and business interests on the other. The chapter cannot be a vehicle for any one business. This includes avoiding potential and actual conflicts of interest, as well as perceptions of such conflicts.

The following steps should be followed to avoid even the appearance of impropriety:

- No member of the Slow Food Local Chapter Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with Slow Food USA. This conflict-of-interest policy prohibits or limits business transactions by Local Chapter Board members and requires them to disclose potential conflicts. Upon joining the Board, each Board member will sign a conflict of interest policy statement.
- As a normal practice of the Board, each individual shall disclose to the local chapter, any personal interest which he or she may have in any matter pending before the local chapter and shall refrain from participation in any decision on such matter. Such disclosures should be recorded in the meeting's minutes. Board members are required to withdraw from discussion and voting on decisions that present a potential conflict.



- Although it is not a conflict of interest to reimburse board members for expenses incurred, they are prohibited from being paid to serve on the Board. Board members will not receive pass-through dollars for individual projects.
- Procedures will be established to ensure the Chapter is receiving fair value in any transaction.

The Local Chapter Board is responsible for:

- Establishing by example and attitude an atmosphere of personal integrity. Some situations may need only a brief, informal comment to maintain that climate. In others, a decision may be delayed because of the need to ensure that it has been made in the chapter's best interests.
- Recording in the minutes of the Local Chapter Board meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- Deciding to hire or contract with a board member only if they are the best qualified individual available, and willing to provide the goods or services needed at the best price.

**Slow Food USA local chapter name:** \_\_\_\_\_

**Mailing address:** \_\_\_\_\_

**Signatures:**

1. Printed Name: \_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_
2. Printed Name: \_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_
3. Printed Name: \_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_
4. Printed Name: \_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_
5. Printed Name: \_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_



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## DECLARATION OF CONSENT TO CHAPTER BYLAWS AND CONFLICT OF INTEREST POLICY

*This document outlines your written consent to abide by the Bylaws and fully disclose any interests, relationships, and holdings that could potentially result in a conflict of interest. The Local Chapter Board should keep a copy of a signed Conflict of Interest from each Board member and both the Local Chapter Bylaws and conflict of interest should be made available to the National Office upon request.*

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NOTE: The Local Chapter Board should collect and keep a copy of a signed Conflict of Interest from each Board member. Local Chapter bylaws and conflict of interest should be made available to the National Office upon request.

I, \_\_\_\_\_, understand that the purposes of this policy are to protect the integrity of Slow Food \_\_\_\_\_'s decision-making process, enable the community we serve to have confidence in our trust, and protect the integrity and reputations of volunteers, staff and board members. Upon or before joining the Local Chapter Board, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest.

This written disclosure will be kept on file with the Local Chapter Board Chair and I will update it as appropriate. In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question. At this time, I am a Board member, a committee member, or an employee of the following organizations:

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I understand that the chapter bylaws are meant to supplement good judgment, and I will respect its spirit as well as its wording.

1. Printed Name: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

2. Printed Name: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

3. Printed Name: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

4. Printed Name: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

5. Printed Name: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_



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## LOCAL CHAPTER GROUP EXEMPTION POLICY

*The purpose of this document is to give authorization to include your chapter as a “subordinate organization” of Slow Food USA. The chapter support team will use this to create a letter that confirms your local chapter as exempt from federal income tax by virtue of being a subordinate organization of Slow Food USA.*

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Date: \_\_\_\_\_

To Whom It May Concern:

By signing below as an authorized officer of a Slow Food USA chapter, I hereby give written authorization to be included in Slow Food USA’s group exemption letter.

Name of authorized officer: \_\_\_\_\_

Signature: \_\_\_\_\_

Slow Food USA local chapter name: \_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_



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## LOCAL CHAPTER BANKING RESOLUTIONS

*The purpose of this document is to define the relationship, responsibilities and privileges that the local chapter board members maintain with respect to the company's banking needs.*

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I, the undersigned Treasurer of Slow Food \_\_\_\_\_ (hereinafter referred to as "Association"), a subordinate association of the 501(c)3 national non-profit organization Slow Food USA covered under the organization's Group Exemption Number 4272, hereby certify to \_\_\_\_\_ (Banking Institution) that at a meeting of the board members of said Association duly called and held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, the following Resolutions and Agreements were unanimously made, adopted and recorded in the minute books of the Association, and are now in full force and effect.

### RESOLVED:

1. The Officers of Association, or any one or more of them, are hereby authorized to open a bank account or accounts from time to time with \_\_\_\_\_ (Banking Institution) and its subsidiaries and affiliates (each being hereinafter referred to as "Bank") for and in the name of Association with such title or titles as the Officer(s) may designate.
2. The \_\_\_\_\_ of Association, signing singly (or jointly, if all officers must sign checks) and their successors ("Authorized Person(s)") are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s), checks, drafts, acceptances and other instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by use of Depository Transfer Checks ("DTC") without a signature other than the name of Association printed on the DTC; or (3) give instructions, by means other than the signing of an item, with respect to any account transaction, including, but not limited to, the payment, transfer or withdrawal of funds by wire, computer or other electronic means, or otherwise, or of

money, credits, items or property at any time held by Bank for account of Association ("Instructions").

3. Bank is hereby authorized to honor and pay items, whether signed by hand or by facsimile (including, but not limited to, computer generated) signature(s). In the case of facsimile signatures, Bank is authorized to pay any item if the signature, regardless of how or by whom affixed, and whether or not the form of signature used on such item was actually prepared by or for Association, resembles the specimens filed with Bank by Association. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person or Officer or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the proceeds thereof and without limit as to amount.
4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, items endorsed by any person or by any person or by stamp or other impression in the name of Association without inquiry as to the circumstances of the endorsements or any lack or endorsement or the disposition of the proceeds.
5. In case of conflicting claims or disputes, or doubt on Bank's part as to the validity, extent, modification, revocation or exercise of any of the authorities herein contained, Bank may but need not recognize nor give any effect to any notice from any Officer, or from any other person, purporting to cancel, restrict or change any of said authorities, or the exercise thereof, unless Bank is required to do so by the judgment, decree or order of a court having jurisdiction of the subject matter and of the parties to such conflicting claims or disputes.
6. Association agrees to be bound by the terms and conditions imposed by Bank generally for business accounts and services, currently in effect and as amended hereafter, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Association from Bank and by all notices posted at the office of Bank at which the account of Association is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made apart hereof.
7. The Officers of Association or anyone or more of them are hereby authorized to act for Association in all other matters and transactions relating to any of its business with the Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.

8. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring any of these Resolutions.
9. Subject to paragraph 5 above, each of the foregoing Resolutions and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification by presentation of new Resolutions and signature cards shall be received by Bank; provided that such notice shall not be effective with respect to any revocation or modification of said authorities until Bank shall have had a reasonable opportunity to act thereon following receipt of such notice or with respect to any checks or other instruments for the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after the receipt of such notice. The Secretary or any Assistant Secretary or any other Officer of Association is hereby authorized and directed to certify to Bank the foregoing Resolutions, the names of the Officers and other representatives of Association and any changes from time to time in the said Officers and representatives and specimens or their respective signatures. Bank may conclusively assume that persons at any time certified to it to be Officers or other representatives of Association continue as such until receipt by Bank of written notice to the contrary.

I FURTHER CERTIFY that the persons herein designated as Officers of Association have been duly elected to and now hold the offices in Association set opposite their respective names and that the following are the authentic, official signatures of the said respective Officers and of the named signatories who are not Officers, to wit:

Office	Name	Signature
Chair		
ViceChair		
Treasurer		

IN WITNESS WHEREOF, I have hereunto set my hand as Treasurer of the said Association this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

\_\_\_\_\_  
Treasurer

(In case Treasurer is authorized to sign by above certificate should be attested by a Second Officer of Association)

Attest: Second Officer Resolutions,

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title