



SFA Proposed Bylaws September 6, 2018

Article 1 Names and Offices

- 1.1 The name of this entity is the Southern Foodways Alliance (hereinafter referred to as the "SFA").
- 1.2 The domicile of the SFA shall be Barnard Observatory, University, MS 38677. The SFA may also have offices at other places according to the needs of the SFA, the Center for the Study of Southern Culture, and the University of Mississippi.

Article 2 Object Purposes, Activities and Disposition of Assets upon Dissolution

- 2.1 The SFA has been organized and shall operate at the University of Mississippi for exempt, nonprofit educational and similar purposes. The policies and procedures of the University of Mississippi and the University of Mississippi Foundation govern the finances and employment practices of the SFA. No stock shall be issued.
- 2.2 The purpose of the SFA shall be to document, study, and explore the diverse food cultures of the changing American South and any other lawful purpose. The mission statement of the SFA shall remain in keeping with the purpose of the organization, though specific language shall be maintained and updated, when necessary, by the staff of the SFA with input from SFA stakeholders and the SFA Advisory Board.
- 2.3 Disposition of Assets
 - 2.3.1 No part of the funds of the SFA shall inure to the benefit of, or be distributable to, any member, SFA Advisory Board member, Advisory Board officer, or any private individual with the exception of compensation for services rendered on behalf of the SFA.
 - 2.3.2 Upon the dissolution of the SFA, after paying or making provision for the payment of all liabilities of the SFA, any remaining funds shall be the property of the CSSC.

Article 3 Membership

- 3.1 Membership shall be open to all individuals, entities, clubs, and other

organizations interested in the purposes of the SFA, upon payment of annual dues.

3.2 Membership shall be of the following classes, with the membership level to be at the discretion of the individual or entity becoming the member. Dues for each category of membership shall be established by the SFA.

- Student
- Individual
- Household (up to two individuals living at the same address)
- Nonprofit entity
- Business

3.3 Members in good standing shall receive materials, invitations, and announcements as determined by the SFA.

Article 4

Advisory Board

The purpose of the Advisory Board is to bring together a thoughtful, diverse community of leaders and thinkers to inform the work of the Southern Foodways Alliance.

4.1 Membership on the SFA Advisory Board begins with a nomination by an SFA member or current SFA Advisory Board member.

4.2 Nomination to the SFA Advisory Board:

4.2.1 The nominee's resume shall be submitted to the SFA Executive Director for distribution to the Executive Committee.

4.2.2 The nominee will be interviewed by an Executive Committee member.

4.2.3 Based on a review of the nominee's resume and interview, the Executive Committee will either

- a) determine not to extend an invitation for SFA Advisory Board membership or
- b) they will make a recommendation to the SFA Advisory Board for approval.

4.3 Members of the SFA Advisory Board will:

4.3.1 Embrace the mission, vision, and values of the SFA.

4.3.2 Commit to working together and with SFA staff in a collegial manner.

4.3.3 Allocate the necessary time to participate in meetings, events, and special projects.

- 4.3.4 Provide a level of annual financial support to the SFA.
- 4.3.5 Participate in SFA Advisory Board meetings.
- 4.3.6 Serve up to two (2) two-year terms depending on the programmatic and planning needs of SFA and the availability of the Advisory Board member.

Article 5

Executive Committee

The officers of the SFA shall consist of a Chair, a Vice Chair, an Academic Chair, and a Finance Chair. The Executive Committee shall meet with the Executive Director quarterly to receive updates on the state of the SFA. Minutes from those meetings will be shared with the SFA Advisory Board. Any SFA member in good standing may be eligible to serve as an Officer. All Officers shall be elected by the SFA Advisory Board after nomination by the current Executive Committee.

- 5.1.1 Officer terms shall be two years with the exception of the Vice Chair.
- 5.1.2 The Vice Chair shall be the Chair Elect and shall automatically become the Chair upon the expiration of the existing Chair's term.
- 5.1.3 The Executive Committee shall be composed of the Chair, the Vice Chair, the Academic Chair, the Finance Chair, the Executive Director, and up to two (2) SFA staff members as appointed by the Executive Director.
- 5.2 The Chair shall preside over all meetings of the membership and the SFA Advisory Board. The Chair shall see that the bylaws are faithfully executed.
- 5.3 The Vice Chair shall assume the responsibilities of the Chair in his/her absence. The Vice Chair shall perform other duties as may be designated by the Chair. The Vice Chair shall be familiar with all the duties of the Chair and, as Chair Elect, shall assume the position of Chair upon completion the Chair's term.

Article 6

Executive Director

- 6.1 Employees of the SFA, including the Executive Director, are employees of the University of Mississippi, and their employment is subject to the rules, regulations, and procedures of the University of Mississippi.
- 6.2 SFA's Executive Director reports to and is evaluated by the Director of the Center for the Study of Southern Culture in keeping with the University of Mississippi's employment rules, regulations, and procedures.

Article 7 Meetings

- 7.1 An informal meeting of the membership of the SFA shall be held at the fall symposium.

Article 8 Reports

- 8.1 An annual report detailing the state of the SFA shall be delivered to the membership no less frequently than annually.
- 8.2 Not less than annually, an outside auditor shall review the financial position of the SFA and provide the SFA and the CSSC with a compilation report of such financial position.
- 8.3 The SFA staff shall provide the Board with regular financial reports sufficiently detailed to enable the Board to advise the SFA.

Article 9 Amendments

- 9.1. These Bylaws may be amended by the membership from time to time as provided in this Section.

Any proposed amendment must be signed by three members in good standing and submitted to the President and the Board at least ten days prior to the ballot on which the amendment is considered. The proposed amendment must be presented to the membership not less than ten days prior to the vote of the membership. Any votes of the membership on an amendment to the Bylaws may be conducted via any lawful means, including electronically. A majority of the votes cast shall be required to approve the amendment.