



Bylaws
(adopted February 2001, revised July 2016)

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 or any other location as approved by the Board. The SFA may also have offices at other places according to the needs of the SFA.

Article 2

Object Purposes, Activities and Disposition of Assets upon Dissolution

- 2.1 The SFA has been organized and shall operate as an affiliated institute of the Center for the Study of Southern Culture at the University of Mississippi (hereinafter referred to as the “CSSC”), for exempt, nonprofit educational and similar purposes. 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 board of directors of the SFA (the “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, director or officer of the SFA 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 Voting membership shall be open to all individuals, entities, clubs and other organizations interested in the purposes of the SFA, upon payment of annual dues fixed by the Board.
- 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:
- Student
 - Individual
 - Household (up to two individuals living at the same address)
 - Nonprofit entity
 - Business

- 3.3 Dues for each category of membership shall be established by the Board.
- 3.4 Members in good standing shall receive published materials, invitations and announcements of the SFA as determined by the Board.
- 3.5 Privileges of membership, other than voting rights, will be accorded at the discretion of the Board.
- 3.6 Each Student and Individual member is entitled to cast one vote. Each Household member is entitled to designate up to two individuals within the household to cast votes. Each Nonprofit entity and Business members is entitled to designate up to five individuals within such member organizations to cast votes.

Article 4

Board of Directors

- 4.1 Management of the SFA shall be vested in a board of directors (the "Board"). The Board shall establish the number of members of the Board (each, a "Director"), which may vary from year to year. Each Director shall hold office for a three-year term. No Director shall serve more than two consecutive terms, unless they have been elected as an Officer by the Board, and in such instance, the Officer shall be considered to be a Director until such Officer's term has expired. Nothing herein shall preclude any person from being elected as a Director after such person has rotated off the Board for not less than one (1) year.
- 4.2 The executive director of the SFA as well as the director or associate director of the CSSC shall serve as nonvoting, ex officio members of the Board.
- 4.3 Elections of the Board shall be held no less than 30 days prior to the annual fall symposium, unless the Board determines it to be impracticable to establish such a timeframe. The Board, based on recommendations of a special ad hoc nominating committee, shall present a slate of recommended candidates to the membership. Voting by the members may be conducted electronically. A majority of the votes cast shall be required to approve the slate of Director candidates.
- 4.4 A quorum of the Board shall consist of a simple majority of the voting Directors, including Officers. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board. Proxy votes shall not be allowed. Voting by the Board may also be conducted electronically, provided all Directors are given not less than three (3) days' notice of such proposed action and there has been sufficient opportunity to discuss the proposed action.
- 4.5 The Board, in cooperation with the SFA staff, is responsible for planning, policies, activities and execution of the work before the SFA. Board meetings shall be held at times and locations to be determined by the Board.
- 4.6 Directors who fail to comply with policies established by the Board, including but not limited to Board and committee attendance requirements, may be removed as a Director by the Board upon a majority vote of the Directors at which a quorum is present.
- 4.7 Board vacancies may be filled at the Board's discretion. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event a Director fills a vacancy

for an unexpired term, the unexpired term shall not be counted in determining the maximum number of consecutive years a Director may serve on the Board.

Article 5 Officers

5.1 The officers of the SFA (“Officers”) shall consist of a President, a Vice President, and other officers as needed. Any Director in good standing may be eligible to hold office as an Officer. All Officers shall be elected by the Board, not less than 30 days prior to the annual fall symposium.

5.1.1 Officer terms shall be two years.

5.1.2 All officers shall be considered to be voting Directors.

5.1.2 The Vice President shall be the President Elect and shall automatically become the President upon the expiration of the existing President’s term.

5.2 The President shall preside over all meetings of the membership and the Board. The President shall see that the bylaws are faithfully executed and shall decide all questions of order, subject to an appeal of the Board. The President shall appoint all committees. The President shall be an ex officio member of all committees. The President may call a special meeting of the Board upon written request of two Directors. Upon the expiration of the President’s term, the President shall remain a Director in the position of Immediate Past President for a one year term.

5.3 The Vice President shall assume the responsibilities of the President in his/her absence. The Vice President shall perform other duties as may be designated by the President. The Vice President shall be familiar with all the duties of the President and, as President Elect, shall assume the position of President upon completion the President’s term.

Article 6 Executive Director

6.1 The CSSC shall hire and employ an executive director to conduct the daily business of the SFA, including, but not limited to: strategic planning, fund development, fiduciary oversight, and interacting with the community as a representative of the SFA. The executive director shall be an employee of the CSSC and shall report to both the CSSC and the Board.

6.2 The executive director shall serve at the pleasure of the CSSC, but the Board shall provide input to the CSSC regarding the performance of the executive director. The Board may make recommendations to the CSSC regarding the executive director’s term of employment, but the CSSC has the sole authority to take any action with respect to the executive director.

6.3 Employees of the SFA are employees of the University of Mississippi, and their employment is subject to the rules, regulations, and procedures of the University of Mississippi’s Human Resources department.

Article 7 Committees

7.1 The Board may authorize such special committees as are necessary and proper to carry on the affairs of the SFA. The Board shall specify the authority of such committees, as well as any limitations

thereon, and the functions that the committees shall discharge. The members of such special committees may include Directors and other individuals as appointed by the Board or by the President, if the Board authorizes the President to make such appointments.

7.2 Each committee shall meet in person or electronically at a frequency established by the Board. Each committee shall ensure that the appropriate SFA staff participates in such meetings.

Article 8 Meetings

8.1 An annual, informal meeting of the membership of the SFA shall be held at the fall symposium.

8.2 Special meetings of the membership may be called by the President or by the Board. Such special meetings may be held in person or via electronic means.

Article 9 Reports

9.1 An annual report detailing the financial status of the SFA shall be delivered to the membership no less frequently than annually.

9.2 The SFA staff shall provide the Board, or the appropriate Board committee, with regular financial reports that are sufficiently detailed to enable the Board to assess the financial position of the SFA at each meeting of the Board.

9.3 Not less than annually, an outside auditor shall review the financial position of the SFA and provide the Board with a compilation report of such financial position.

Article 10 Amendments

10.1 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.