

NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this non-profit 501 (c)(3) organization shall be the Detroit Food Policy Council. The business of the corporation may be conducted as the Detroit Food Policy Council, or the DFPC.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Community Food Security can be defined as the condition which exists when all of the members of a community have access, in close proximity, to adequate amounts of nutritious, culturally appropriate food at all times, from sources that are environmentally sound and just. The DFPC was established to affirm the City of Detroit's commitment to nurturing the development of a food secure city in which all of its citizens are hunger-free, healthy and benefit from the food systems that impact their lives. This organization also affirms the City of Detroit's commitment to supporting sustainable food systems that provide people with high quality food, employment, and that also contribute to the long-term well-being of the environment.

This organization addresses the following areas, but are not limited to:

- Current access to quality food in Detroit
- Hunger and Malnutrition
- Impacts/Effects of an Inadequate Diet
- Citizen Education
- Economic Injustice in the Food System
- Urban Agriculture
- The Role of Schools and other Public Institutions
- Emergency Response

2.02 Powers

The DFPC shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the food security of the city of Detroit, for which the DFPC is designed, and to aid or assist other

organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** DFPC is a Michigan non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no member, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any member, officer, member, or other private person, except that the corporation 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 Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon termination or dissolution of the DFPC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the DFPC hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the DFPC, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Michigan.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the DFPC, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Michigan to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

The council may approve classes of non-voting affiliates with rights, privileges, and obligations established by the council. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The council, a designated committee of the council, or any duly elected officer in accordance with council policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the council, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the DFPC.

3.03 Dues

No dues shall be assessed to affiliates, at any time.

ARTICLE IV

DFPC COUNCIL MEMBERS

4.01 Number of Council Seats

The DFPC shall consist of twenty-three (23) Council Members, as voting Members, and any number of former Council Members, as non-voting Council Emeritus Members with the exception of the Annual Meeting, when all Council Members and Council Emeritus Members are able to vote. The Detroit City Council will appoint one DFPC Council Member. The Mayor of the City of Detroit will appoint one DFPC Council Member and a representative of the current governing body in the Health and Wellness Community will be selected by the Executive Committee. Fifteen (15) DFPC members will be drawn, as feasible, from the following sectors in Detroit: Sustainable Agriculture, Retail Food Stores, Wholesale Food Distributors, Food Processors, Farmers Markets, Environmental Justice, Nutrition and Wellbeing (non-governmental), Food Industry Workers, Institutional Food, Colleges and Universities, K-12 Schools, Emergency Food Providers and Urban Planning (non-governmental), Faith, and Maternal and Infant Health. There will be four (4) at-large seats and one (1) designated youth seat, with the executive committee determining the definition and ages of the youth, based on Council and community capacity, to be held by Detroit residents as the general public. The Executive Committee will be responsible for the reconciling the makeup of the sector members' seats, as needed.

4.02 Powers

All Council powers shall be exercised by or under the authority of the Council and the affairs of the DFPC. Shall be managed under the direction of the council, except as otherwise provided by law.

4.03 Council Terms

- (a) At the organization's inception nine of the convening 18 designated sector and at-large positions were appointed to an initial term of two years and the other nine were appointed to an initial term of three years. This was determined at the first full meeting by lottery. After the initial term expired non-governmental appointees serve three-year terms. No elected DFPC member shall serve more than two consecutive terms. The non-governmental council member's second three-year term may be extended until a new member is elected to the seat. The DFPC members appointed to the three seats reserved for the Mayor, City Council and a representative of the current governing body in the Health and Wellness Community (governmental) will serve at the pleasure of their respective appointer or the DFPC.
- (b) Elections for regular terms shall be held in the last quarter of the calendar year.
- (c) Appointees' terms begin with first meeting following their appointment and end thirty-six months later. Elected are limited to two (2) consecutive terms. The three governmental appointees are not subject to term limits.
- (d) Members are considered Council Emeritus at the conclusion of their term of service when they have completed two (2) consecutive terms of service (either two or three year terms.)

4.04 Qualifications and Election of Members

In order to be eligible to serve as a member on the council of members, the individual must be 18 years of age, except in the case of the youth designee as determined by the executive committee, and an affiliate within affiliate classifications created by the council of members. Members may be elected at any council meeting by the majority vote of the existing council of members. The election of members to replace those who have fulfilled their term of office shall take place in the last quarter of each year.

Council Members of the DFPC will represent the ethnic/cultural, economic, generational, and gender diversity of the city's residents. They will also be selected to represent diverse food system sectors and activities, and as these relate to the community's health, economic vitality, environmental quality, neighborhood livability, youth development, and other important community goals. All Council Members of the DFPC must be a) residents of Detroit, OR b) part of Detroit-based businesses or institutions.

Members of the DFPC are urged to foster Council leadership by women, grassroots community residents who are unaffiliated with institutions, and by persons typically underrepresented in government, policy and processes. Because the global industrial food system reflects and perpetuates the social inequalities present in the broader society, it is important that Council or

Council Emeritus members and leaders conduct the Council's business in ways that embodies a commitment to anti-racist, anti-sexist, and anti-elitist processes and outcomes.

4.05 Vacancies

Vacancies will be filled, as they arise. The DFPC will create a Nominating Committee whose membership will consist of the Detroit Food Policy Council Executive Director and, at least, three members of the Council. The Nominating Committee will be guided by criteria identified in the "Recommendations on the Establishment, Structure and Functioning of the Detroit Food Policy Council" document (December 4, 2008). The Committee will present for consideration the names of candidates to the DFPC. The Council shall vote to fill vacancies. Newly elected Council Members and those appointed after the last elections will be required to attend a New Council Member Orientation and Training Session whose content has been approved by the Council.

(a) Unexpected Vacancies. Vacancies in the council of members due to resignation, death, or removal shall be filled by the Executive Committee for the balance of the term of the council member being replaced. Any terms filled by the Executive Committee will not count towards the time served by that Council Member.

4.06 Removal of Council Members

A council member may be removed by two-thirds (super majority) vote of the council then in office, if:

(a) the member is absent and unexcused from two or more regular meetings of the DFPC in a six month period. The council chair is empowered to excuse members from attendance for a reason deemed adequate by the council chair. The chair shall not have the power to excuse him/herself from the council meeting attendance and in that case, the council vice chair shall excuse the chair. Or:

(b) for cause or no cause, if before any meeting of the council at which a vote on removal will be made the member in question is given electronic or written notification of the council's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the council.

4.07 DFPC MEETINGS.

(a) Regular Meetings. The DFPC shall have a minimum of four (4) regular meetings each calendar year in January, April, July and October. Council meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of scheduled and additional meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) **Full Council Meeting.** The DFPC shall hold one annual full council meeting to include council members, council emeritus, committee chairs, staff and the general public. The Full Council Meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting; however, this yearly meeting shall be held during the month of October at the discretion of the Executive Committee and Staff. The purpose of the meeting need not be specified.

(c) **Special Meetings.** Special meetings of the council may be called by the chair, vice chair, secretary, treasurer, or any two (2) other members of the council. A special meeting must be preceded by at least 2 days' notice to each member of the date, time, and place, and the purpose, of the meeting.

(c) **Open Meetings and FOIA.** The DFPC will adhere to the Michigan Open Meetings and Freedom of Information Acts. Time will be allocated on each meeting agenda for public comment. Minutes of all DFPC meetings will be available by request at the DFPC office.

(d) **Agendas.** Agendas for DFPC meetings shall be provided to members and posted on the DFPC website, at least, 48 hours, in advance.

(e) **Extenuating Circumstances.** All scheduling and postings are subject to extenuating circumstances, such acts of nature, unforeseen scheduling conflicts and sudden changes in needs.

4.08 Manner of Acting.

(a) **Quorum.** A majority of the Council or Council Emeritus Members (one over half) in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Council. No business shall be considered by the Council at any meeting at which a quorum is not present.

(b) **Majority Vote.** A simple majority (one over half) of Council or Council Emeritus Members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

(C) **Hung Council Decisions.** Consensus is the preferred mode of decision-making. On the occasion that council members are unable to make a decision based on a lack of consensus, a simple majority vote will prevail.

(d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, council members may participate in a regular or special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. Council Emeritus may participate in the annual meeting through the use of any means of

communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Council Service

Council members and Council Emeritus shall receive no compensation for carrying out their duties as members. The Council may adopt policies providing for reasonable reimbursement of members and staff for expenses incurred in conjunction with carrying out council responsibilities, such as travel expenses to attend council meetings or acting as a DFPC representative outside our normal service area or routine.

4.10 Compensation for Professional Services by Members

Members are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the DFPC and must be reviewed and approved in accordance with the council Conflict of Interest policy and state law.

ARTICLE V

COMMITTEES

5.01 Committees

The Executive Committee may, by the resolution adopted by a majority of the Executive Committee then in office, designate one or more committees, each consisting of two or more members and chaired by a Council or Council Emeritus member, to serve at the pleasure of the Council. In the event that the position of Committee Chair is an honorary one or associated with a specific Special Event, as designated by Council, the Committee Chair does not need to be a Council or Council Emeritus Member. Any committee, to the extent provided in the resolution of the Council, shall have all the authority of the Council, except that no committee, regardless of Council resolution, may:

- (a) take any final action on matters which also requires council members' approval or approval of a majority of all members;
- (b) fill vacancies in any committee which has the authority of the Council or Council Emeritus;
- (c) amend or repeal Bylaws or adopt new Bylaws;

- (d) amend or repeal any resolution of the Council or Council Emeritus members which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Council or Council Emeritus members or the members of these committees;
- (f) approve any transaction;
- (i) to which the Council or Council Emeritus is a party and one or more members have a material financial interest; or
- (ii) between the Council or Council Emeritus and one or more of its members or between the Council or Council Emeritus or any person in which one or more of its members have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the members, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the council of members and its members, except that the time for regular meetings of committees may be determined either by resolution of the council of members or by resolution of the committee. Special meetings of the committee may also be called by resolution of the council of members. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Council or Council Emeritus of members may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action By The Council of Members

Any action required or permitted to be taken by the council of members at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the council of members to use email to approve actions, as long as a quorum of Council members gives consent.

ARTICLE VI

OFFICERS

6.01 Council Officers

The officers of the DFPC shall be a council chair, vice-chair, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the council of members. Each council officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the council or by direction of an officer authorized by the council to prescribe the duties and authority of other officers. The council may also appoint additional vice-chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the council of members may determine.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than two (2) consecutive terms of office, in any one position. Unless unanimously elected by the council at the end of his/her two (2) year terms or to fill a vacancy in an officer position, each council officer's term of office shall begin upon the adjournment of the council meeting at which elected and shall end upon the adjournment of the council meeting during which a successor is elected.

6.03 Removal and Resignation

The council of members may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. If the leaving officer is not the chair, the remaining committee members may nominate a replace and have a vote of the entire council. If the leaving member is the chair, the Vice-chair would become Chair and initiate the procedure to replace the now empty seat.

6.04 Council Chair

The council chair shall be the chief volunteer officer of the DFPC. The council chair shall lead the council of members in performing its duties and responsibilities, including, if present, presiding at all meetings of the council of members, and shall perform all other duties incident to the office or properly required by the council of members.

6.05 Vice Chair

In the absence or disability of the council chair, the ranking vice-chair or vice-chair designated by the council of members shall perform the duties of the council chair. When so acting, the vice-chair shall have all the powers of and be subject to all the restrictions upon the council chair. The vice-chair shall have such other powers and perform such other duties prescribed for them by the council of members or the council chair. The vice-chair shall normally accede to the office of council chair upon the completion of the council chair's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of members and committees of members. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of members and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the council of members or the council chair. The secretary may appoint, with approval of the council, a member to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead member for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the council informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other members or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the council of members on a timely basis or as may be required by the council of members. The treasurer shall perform all duties properly required by the council of members or the council chair. The treasurer may appoint, with approval of the council a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Member Officers

The council of members may designate additional officer positions of the corporation and may appoint and assign duties to other non-member officers of the corporation.

ARTICLE VII

EXECUTIVE DIRECTOR

7.1 Appointment, Powers and Duties

The DFPC Officers (or other DFPC Council members serving on a DFPC Hiring Committee) may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. Unless the DFPC Officers otherwise provides, the Executive Director shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the DFPC Officers . The Executive Director may execute all contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation. The Executive Director shall direct the day-to-day affairs of the Corporation including supervising all employees of the Corporation, reporting to the DFPC Officers any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the DFPC Officers and reporting thereon whenever so requested by the DFPC Officers. The Executive Director shall be directly responsible to the DFPC Officers and shall report directly to the DFPC Officers. FINANCIAL AND OTHER CONTRACTS SHALL BE IN ACCORDANCE WITH DFPC POLICY OUTLINED IN ARTICLE 8.

7.2 Budgets and Reports

The Executive Director shall cause to be prepared and shall submit to the DFPC Officers and DFPC Council for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the DFPC Council at its annual meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the DFPC Officers as may be appropriate, or which may be required by these Bylaws, or by the DFPC Officers.

7.3 Agents and Employees

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the DFPC Officers, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons IN ACCORDANCE WITH DFPC FINANCIAL STATUS AND EXECUTIVE COMMITTEE AGREEMENT. FINANCIAL AND OTHER CONTRACTS SHALL BE IN ACCORDANCE WITH DFPC POLICY OUTLINED IN ARTICLE 8.

7.4 Participation at Board and Committee Meetings

The Executive Director (if not a Director) may be invited to participate in any meeting of the DFPC Officers and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the DFPC Officers, if the Executive Director is not a Director, or (ii) a committee, if the Executive Director is not a member of such committee.

7.5 Further Duties and Authority

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the DFPC Officers.

7.6 Absence

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the DFPC Officers shall designate some other person to exercise, and in the absence of such designation the Chairman may exercise, all of the powers and perform all of the duties of the Executive Director.

ARTICLE VIII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and other Writings

Except as otherwise provided by resolution of the council or council policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the council to include the acceptance by any officer of the corporation on behalf of the corporation, gift bequest, or device for the non-profit purpose of this corporation.

8.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the council.

8.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the council or a designated committee of the council may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the council. Such authority may be general or confined to specific instances.

8.05 Indemnification

(a) Mandatory Indemnification. The DFPC shall indemnify a member or former member, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a member of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a member or former member made a party to a proceeding because he or she is or was a member of the organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the DFPC in advance of the final disposition of such action, suit or proceeding, as authorized by the council of members in the specific case, upon receipt of (I) a written affirmation from the member, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the organization who is not a member is entitled to mandatory indemnification under this article to the same extent as a member. The organization may also indemnify and advance expenses to an employee or agent of the DFPC who is not a member, consistent with Michigan Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Council or Council Emeritus or by contract.

ARTICLE IX

MISCELLANEOUS

9.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its council of members, a record of all actions taken by council of members without a meeting, and a record of all actions taken by committees of the council. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

9.03 Conflict of Interest

The council shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any member, officer, employee, affiliate, or member of a committee with council-delegated powers.

9.04 Nondiscrimination Policy

The officers, members, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The DFPC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of $\frac{2}{3}$ of the council of members then in office at a meeting of the Council, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X

COUNTERTERRORISM AND DUE DILIGENCE POLICY

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In furtherance of its exemption by contributions to other organizations, domestic or foreign, The DFPC shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, The DFPC willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The DFPC shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XI

DOCUMENT RETENTION POLICY

11.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of The DFPC records.

11.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, The DFPC may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of

documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. The DFPC expects all officers, members, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, members, and employees should note the following general exception to any stated destruction schedule: If you believe, or the DFPC informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) **Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) **Council and Council Committee Materials.** Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other Council and Council Committee materials should be kept for no less than three years by the corporation.

(e) **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XII

Transparency and Accountability

Disclosure of Financial Information With The General Public

12.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, The DFPC practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

12.02 Financial and IRS documents (The form 1023 and the form 990)

The DFPC shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

12.03 Means and Conditions of Disclosure

The DFPC shall make “Widely Available” the aforementioned documents on its internet website: www.detroitfoodpc.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) The DFPC shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) The DFPC shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided within 30 days.

12.04 IRS Annual Information Returns (Form 990)

The DFPC shall submit the Form 990 to its council of members prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the council of member's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

12.05 Council

(a) All council deliberations shall be open to the public except where the council passes a motion to make any specific portion confidential.

(b) All council minutes shall be open to the public once accepted by the council, except where the council passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the council shall be open to the public following the meeting at which they are considered, except where the council passes a motion to make any specific paper or material confidential.

12.06 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the council when requested.

12.07 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the council when requested.

ARTICLE XIII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

13.01 Purpose

The DFPC requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of The DFPC to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

13.02 Reporting Violations

If any member, officer, staff or employee reasonably believes that some policy, practice, or activity of The DFPC is in violation of law, a written complaint must be filed by that person with the vice chair or the council chair.

13.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

13.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of The DFPC and provides The DFPC with a reasonable opportunity to

investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The DFPC shall not retaliate against any member, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of The DFPC or of another individual or entity with whom The DFPC has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The DFPC shall not retaliate against any member, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of The DFPC that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

13.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

13.06 Handling of Reported Violations

The council chair or vice chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the council and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all members, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV

AMENDMENT OF Articles of Incorporation

14.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the council of members.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The DFPC were approved by the council on Tuesday, June 8, 2016 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date: _____