

Mattapan Food & Fitness Coalition

BYLAWS

The Mattapan Food & Fitness Coalition (MFFC), hereinafter referred to as ‘MFFC’, is a coalition serving Mattapan and its surrounding neighbors (Hyde Park and Dorchester). It is made up of a diverse membership of residents, community-based organizations, local businesses, public and private agencies, and health education professionals. MFFC promotes healthy behaviors, communities, and environments through its membership, its networks, and its partnerships with other organizations. MFFC provides leadership through community engagement.

ARTICLE I – Name, Seal, Office Location, and Tax Status

Section A - Name

This organization shall be known as the Mattapan Food & Fitness Coalition and maybe referred to as MFFC.

Section B - Seal

The Seal of the MFFC shall be rectangular in form, and shall bear the inscription on the top, “The Mattapan Food & Fitness Coalition” and in the center, “red apple with a green runner as a stem”.

The form of the Seal or the inscription and image thereon may change with the approval of the Membership.

Section C - Office

The office of MFFC shall be located in either Mattapan or Hyde Park neighborhoods as designated by the Executive Committee.

Section D – Organizational Form

MFFC is currently organized as an unincorporated membership association. However, these bylaws do anticipate MFFC’s incorporation under the General Laws of Massachusetts and its pursuit of non-profit, tax-exempt status under the U.S. Internal Revenue Code.

ARTICLE II – Purpose

Mission: To promote health and healthy behaviors *by improving the nutritional and physical activity environments* for Mattapan residents and residents of surrounding communities.

Vision: Mattapan will be one of the healthiest communities in Boston, with easy access to affordable and healthy food. Our streets will be clean, safe, bikeable and walkable. Residents of all ages and abilities will take regular advantage of the abundant and inviting play spaces and recreational opportunities.

ARTICLE III – Membership

Section A - Eligibility Defined

Membership is open to residents of any community with an interest and commitment to the health and wellness of Mattapan residents and will not discriminate against any individual on the basis of race, gender, color, religion, age, national origin or sexual orientation.

Membership of the MFFC shall consist of: “Active Members” who possesses one or more of the following characteristics:

- A. Individual or organization with a vested interest and commitment to the mission of MFFC.
- B. Anyone with an interest in the health and wellness of the Mattapan community.

Section B – Categories

- **Individual**
- **Business** –unincorporated proprietors and associations
- **Corporate**—for profit , not-for-profit, or non-profit organizations
- **Honorary** –reserved for individuals who serve Mattapan and its surrounding communities in some public service capacity at the local or state level

Section C – Voting Privileges

Members in good standing are given voting privileges with respect to MFFC officers and provide guidance to MFFC on ongoing issues that will arise in pursuit of its goals and objectives.

Section D – Annual Dues

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| Individual | |
| Adult | \$10 |
| Seniors, Youth and Students (with ID) | \$ 5 |
| Business | \$25 |
| Corporate | |
| For Profit | \$50 |
| Non-profit and not-for-profit organizations | \$25 |
| Honorary | \$0 |

1. Dues of Active Members shall be fixed and be reviewed annually by Executive Committee.
2. Dues will be due January 15th of each year.
3. New members shall begin payment of dues, on a pro-rated basis, in the first quarter in which they apply for membership.
4. Honorary Members shall be conferred by the Executive Committee, on behalf of MFFC, for a period of one year at the Annual Meeting.

Section E – Member in Good Standing

A member is “in good standing” so long as s/he:

1. Pays dues in a timely manner; and
2. Attends regularly scheduled meetings.

ARTICLE IV – Nomination and Elections of Officers

Section A - Nominations

The Corresponding Secretary shall issue a written call for all members in good standing to nominate potential officers four months before the MFFC Annual Meeting.

On the basis of names submitted by the Membership, a Nomination Committee shall:

1. prepare a slate with at least two candidates for the offices to be filled at the next Annual Meeting; and
2. forward this slate of candidates to the Corresponding Secretary *at least two (2) months* prior to the Annual Meeting.

The Secretary shall, within ten (10) days of its receipt, submit this slate of candidates to a vote of the Membership. Letter ballots shall be mailed to all MFFC members in good standing for this purpose. Results of the voting shall be announced at the Annual Meeting.

Section B - Elections

General

Election to an office is confirmed by a majority vote of the Membership responding to the ballot by a date certain, provided fifteen percent (15%) of the Membership have replied. If the minimum fifteen percent (15%) have not replied, open seats will be filled by ballots cast by all members in good standing, present and accounted for at the MFFC Annual Meeting.

Special

Special elections will be initiated by the Executive Committee in the event an office is unexpectedly vacated. The Executive Committee will nominate at least two candidates; and the Corresponding Secretary shall issue a special call for all members in good standing to cast a ballot to fill the office(s) vacated.

ARTICLE V – Executive Committee and Officers

The members of the Executive Committee shall consist of the Officers of MFFC and Standing Committee representatives shall from time to time elect or appoint. Officers shall serve as the Executive Committee and are authorized to act in the best interest of MFFC and its membership on issues. An Executive Committee Member attends 80% of Executive Committee meetings. At least eight of the Executive Committee must be Mattapan and/or Hyde Park residents.

Where time is of the essence, the Executive Committee may suspend the usual notice and quorum requirements that otherwise govern all MFFC regularly scheduled meetings.

An officer, duly elected by the membership, can be recalled by majority plus one vote of the Executive Committee. A report of such action(s) shall be made to the membership at the next official meeting.

Section A – Executive Committee, Composition

The Executive Committee shall be composed of Chair, Co-Chair, Immediate Past Chair, Treasurer, Recording Secretary, Corresponding Secretary, a representative from each of the standing committees, and four at-large members. These representatives shall be Active Members in good standing and will sit on the Executive Committee for a term of two years.

Section B – Officers, Term Limits

The designated officers and length of their terms** shall be as follows:

- A. Chair – -a two-year term following at least a one-year term as Co-Chair.
- B. Co-Chair- a two-year term, followed by a two-year term as Chair.
- C. Immediate Past Chair- a one-year term following term as Chair
- D. Recording Secretary - a two-year term
- E. Corresponding Secretary- a two-year term
- F. Treasurer - a two-year term in alternate rotation with the Secretary.
- G. Committee Representative
- H. Committee Representative
- I. Committee Representative
- J. Committee Representative
- K. Member at Large
- L. Member at Large
- M. Member at Large
- N. Member at Large

Section C – Duties

The duties of the Officers shall be those usually pertaining to the office and any other duties that may be assigned by or prescribed by these Bylaws.

Chair and Co-Chair. The Chair or Co-Chair shall preside at all meetings of MFFC, and shall have general charge and supervision and leadership of the MFFC.

Treasurer. The Treasurer shall be the chief financial officer of MFFC. The Treasurer shall, subject to the direction of the MFFC, be in charge of the financial affairs, maintain record and accounting of expenditures and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as MFFC shall determine that may include assist with the creation of budget and providing support in financial planning, and financial reporting to the Executive Committee and the larger organization. The Treasurer shall be a standing member of the Resource Development Committee.

Recording Secretary. The Recording Secretary shall record and maintain records of all proceedings of the MFFC in a book or books kept for that purpose, which book or books shall be kept within The Commonwealth of Massachusetts at the principal office of MFFC or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to the inspection of Active Members for any purpose in the proper interest of such Members relative to the affairs of MFFC. Such book or books shall also contain records of all meetings for original or attested copies, of the Articles and By-laws and the names and contact information of the Members and Officers. Said copies and records need not be kept in the same office. The Recording Secretary shall respond in a timely manner to all requests to view MFFC minutes, files, or archival records. Primary responsibilities include, but are not limited to, maintaining membership lists, recorded votes, and business records of the MFFC.

Corresponding Secretary. The Corresponding Secretary shall receive and process all written correspondence to the MFFC; and attend to all external communications to members of the MFFC such as meeting minutes, notification of upcoming meetings, including special elections, etc. The Corresponding Secretary will support the work of the Officers, and the various Committee Chairs as needed. The Corresponding Secretary will be a standing member of the Publicity /Outreach Committee to ensure the flow of information is streamlined and coordinated for effective community and public relations. The Corresponding Secretary will oversee the MFFC website to ensure the information there is updated on a regular basis. The Corresponding Secretary shall ensure that the Recording Secretary ultimately receives all documents and/or correspondence that should be kept on file as a part of MFFC archival records. If the Recording Secretary is absent from any meeting of Members or Executive Committee, Corresponding Secretary shall exercise the duties of the Recording Secretary at the meeting.

ARTICLE VI –Committees

Section A – Standing Committees

Publicity/Outreach Committee

Maintains relationships with organizational and individual members through regular communications (email, mailings, community ads/notices etc...), identifies and reaches out to potential new members or partners, works with all committees on communication and outreach needs. Cultivate relationships with press and new media outlets to further MFFC's mission.

Farmers Market Committee

Identifies and organizes resources, farmers/vendors, licenses needed, and location for yearly Farmers Market. This committee will also be responsible for hiring a Farmers Market Manager to coordinate and ensure the success of the Market on a weekly basis.

Section A – Standing Committees (continued)

Resource Development Committee

Develops and proposes financial plans from which annual operating budgets are to be drawn. Identifies resources that may be available to the MFFC. Develops fund raising strategies and fund distribution procedures, implements fund raising strategies and tracks in kind donations (including technical assistance) to the MFFC.

Events Committee

Coordinates any events and activities on behalf of the MFFC, informs Coalition of any requests for sponsorships or collaborations, assists in the planning of MFFC and collaborative events (i.e. working with the BCFF on a community event/activity). This committee will also work with other committees in ensuring the success of MFFC programs, events and activities.

Policy Committee

Identifies (with other committees) areas of policy amenable to change for the improvement of the food and fitness environment and galvanizes organizational and other resources to affect said changes.

Section B – Ad Hoc Committees

Ad Hoc Committees will be organized by the Executive Committee as needed, and shall have a minimum of three people

ARTICLE VII – Meetings

Section A - Annual and General Meetings

1. There shall be a business meeting of the MFFC to install officers, hear committee reports, adopt resolutions, and conduct other essential business and programs each year.
2. Annual meeting may coincide with the business meeting.
3. There shall be at least six meetings of the membership each year, one at the time of the Annual Meeting. Members. Members in good standing shall attend a minimum of four meetings a year.

Section B – Meetings by Conference Call

1. The Executive Committee, as available, shall participate in telephone conference calls as needed. These conference calls shall serve to further the communications and the activities of MFFC.
2. Decisions made during these conference calls shall constitute official actions of the MFFC, provided a quorum is present.

Section C – Special Meetings

Special meetings of the Membership may be called by the Executive Committee, Chair or Co-chair, or any Officer on petition of five percent (5%) or more of the Membership. In such instances, the purpose or purposes of the special meeting shall be stated in the meeting announcement; and all business at that special meeting shall be limited to the stated purpose(s) for which the meeting was called.

Section D – Quorum

A quorum of the Membership shall be a majority of MFFC members in good standing, at least one of whom shall be the Chair or Co-Chair.

Section E – Time, Place, and Notice of Meetings

1. The time and place of the General Meetings shall be fixed by Membership. Notification of the time, place, and purpose(s) of these meetings shall be provided, either electronic communications or by mail, not less than ten (10) days but not more than ninety (90) days before the meeting to each Member on the rolls of the MFFC.
2. The time and place of any special meetings shall be fixed by the Board of Membership. Notification of the time, place, and purpose(s) of these meetings shall be provided, either by electronic communications or by mail, not less than ten (10) days but not more than ninety (90) days before the special meeting to which the MFFC membership is called.

Section F – Voting

Each Active Member of the MFFC shall be entitled to one (1) vote. All elections and changes to these Bylaws shall be decided by a majority of those voting, provided at least fifteen percent (15%) of all MFFC members in good standing have voted.

Section H – Open Meetings

All meetings of MFFC and its members shall be open to interested community members at any time.

ARTICLE VIII – Finances

Section A-Fiscal Year

The fiscal year of the MFFC shall operate on a calendar basis, beginning January 1st and ending December 31st.

Section B-Fiscal Agency

Until MFFC receives its own tax-exempt status under section 501(c) (3) of the U.S. Internal Revenue Code, it will raise and receive funds through a fiscal agent organized for this purpose—currently, Youth & Families Enrichment Services (YOFES). The Executive Committee shall annually review and assess the current fiscal agency arrangement, and make a recommendation to the Membership to either reauthorize the current agency agreement or vacate it in favor of another.

Section C - Expenditures and Deposits

Generally, expenditures of MFFC funds shall be made pursuant to a proposed by the Resource Development Committee and pre-approved by Executive Committee for ratification by the Membership at the Annual Meeting. Expenditures of funds received in the fiscal year over and above annual budget projections are allowed only when specifically authorized by a vote of the Membership called for that purpose. All monies received by the MFFC shall be deposited in an account reserved by the MFFC’s authorized fiscal agent for MFFC purposes. Executive Committee shall decide to whom authority shall be given for signing checks on behalf of the MFFC.

ARTICLE IX – Amendments

Section A - Initiation

Proposed amendments to these Bylaws may be initiated by the Executive Committee or by a minimum of fifteen percent (15%) of the MFFC membership.

Section B - Method of Voting

At the request of the Executive Committee the Corresponding Secretary shall mail the text of the proposed amendments, along with a letter or electronic ballot, to all MFFC members in good standing. Proposed amendments shall become operative immediately when approved by a majority vote of the Members responding to the ballot within forty-five (45) days, provided fifteen percent (15%) of the Membership return ballots. Announcements of the results of the voting shall be sent promptly to all Members of the MFFC and incorporated into the MFFC Bylaws as a matter of public record.