

# Boulder Food Rescue Bylaws

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# 1. Version

2012-10-01

## 2. Contact Information

Mailing address: 710 31st St. Boulder, CO 80304

Website: <http://boulderfoodrescue.org>

Email: [info@boulderfoodrescue.org](mailto:info@boulderfoodrescue.org)

## 3. Purpose

Boulder Food Rescue (BFR) is a 501(c)3 “Public Charity”, meaning that we receive all of our funding from the public (through donations and grants) and are organized for purposes to benefit the public interest. Said organization is exclusively for charitable, religious, educational, and 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 tax code.

## 4. Mission

Boulder Food Rescue is a non-profit organization whose goal is to create a more just and less wasteful food system. We facilitate the sustainable redistribution of food “waste” to agencies that feed hungry, homeless, and low-income populations while educating communities about food justice.

## 5. Dissolution

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 a Court of Competent Jurisdiction 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.

## **6. Board of Directors (Officers)**

The members of the board are responsible for: maintaining these bylaws, steering the organization, and delegating necessary tasks/responsibilities to volunteers. Board members must be actively involved in day-to-day operations of the organization. Board members are appointed for one year at minimum. After this one year, a board member may resign at any time. During the appointment, each board member is allowed a leave of absence (while maintaining their position) of at most three months. Voting board members cannot receive compensation.

The Board of Directors themselves are responsible for adding and removing officers. New members must be nominated by a member of the board. Confirmation of a nominee requires a vote by the board in accordance with the quorum requirements in table 7.1. There must be 3 voting officers at all times and no more than 5 total at any given time. Confirmed nominee board members may attend board meetings for up to two months prior to their official start. During this transition period, the number of board members may be greater than 5. In the case of a tie during that time, the incoming member's vote will be counted and the outgoing member's vote will be ignored. If the number of voting board members should drop below three, a replacement board member will be elected at the next board meeting. Whenever the position is filled, the executive director will serve as a nonvoting (but speaking) member of the board.

If a board member desires that another board member be removed, he or she nominates the other member and a vote is called. The two conflicted parties are to excuse themselves from the voting process, as well as any board member or volunteer with a potential conflict of interest. The remaining board members plus four volunteers randomly selected from the active pool then vote on the removal of the board member. A majority vote of this special committee is required for removal of the nominated board member.

## **7. Board Meetings**

Board meetings shall occur as-needed on a monthly basis. A majority of officers must be present (in person or via voice and/or video call) for the meeting to be held. Any officer or active volunteer can propose agenda items, which must be defined prior to the start of the meeting, and announced to all board members via email. Active volunteers may attend board meetings and speak on a pre-approved agenda item that pertains to them, however they may only be present for discussion on that agenda item. Minutes will be kept by the eldest member of the officers. The meeting will proceed by addressing each agenda item. When an agenda item requires a vote, Table 7.1 defines what portion of the board is required to form a quorum.

Decision	Quorum Required
New Board Member	Unanimous
Proposed Change to Bylaws	Unanimous
Final Approval of Changes to Bylaws	Unanimous
Purchases >10% of Standing Capital	Unanimous
Purchases >5% of Standing Capital	Majority
Removal of Board Member	Majority vote of Special Committee
All other decisions	Majority

*Table 7.1: Quorum Requirements for Board Decision Making*

The meeting will conclude when all have been addressed. Meeting minutes will be made publicly available on the website in a plain/text format at the close of each meeting. Beer will be available at all board meetings. At the close of a meeting, a member of the board will be assigned to make any necessary changes to the bylaws. The resulting “draft” will be circulated amongst the board members (by email or some other means) and must be approved unanimously before the draft becomes the authoritative copy. If there is substantial disagreement about the interpretation of the meeting outcomes vis a vis bylaw amendments and changes, a special board meeting will be held to resolve the conflict.

## 8. Bylaws

These bylaws are organized into sections (or articles), which are numbered. Sections contain one or more paragraphs that are not numbered. The bylaws are intended to be concise and direct, and care will be given to amending them only as necessary. Table 7.1 defines the quorum required for amending and finalizing the bylaws. The most up-to-date version will be publicly available on the website in a plain/text format. The authoritative version of the bylaws must be maintained in an open-standards based format (i.e., plain/text, latex, open office). Any changes to the bylaws must be documented in the Change Log appendix. The version of the bylaws will be updated each time they are changed to the current date in the format YYYY-MM-DD.

## 9. Finances

All available assets will be kept in a bank account under the name of the organization. All members of the board may choose to have access to this account. At minimum one member of the board and the executive director will be signers on the account. Purchases above a certain

amount may require board approval. Table 7.1 defines the extent of approval required. In addition to these percentages, no greater than 50% of the available capital will be expended in a given month for the purpose of paying employees. A budget and finance log will be kept in a spreadsheet that is accessible by all board members. Board members are responsible for keeping this document up to date with respect to donations (income) and expenses.

## **10. Food Ethics and Safety**

BFR is amenable to pickups of any type of food, including meat, so long as it: (a) would have been wasted/discarded otherwise, (b) is perishable and cannot be taken by a non-profit food bank with cold storage facilities and (c) has been stored in a sanitary fashion. Because animal-derived food such as meat and foods containing eggs require greater attention to sanitary packaging, storage and transportation, we will focus on the rescue of vegetarian food until we have built solid relationships and sufficiently reliable transportation mechanisms. Also, because there is the greatest demand for fresh produce among the agencies we serve, we will prioritize pickups of fresh and healthful food (i.e., fresh fruits and vegetables).

## **11. Transportation Ethics**

It is the goal of BFR to accomplish all transportation of goods using human-powered transportation (i.e., bicycles). To enforce this operationally, we require the weekly food-rescue and delivery schedule to involve 90% or more human-powered transportation. Exceptions can be made to this percentile only in cases of extreme weather or unexpectedly large food rescue events that cannot be reasonably accommodated with bike trailers and human powered transportation. To the extent that automobiles are used, we will favor the use of “carshare” vehicles provided by non profit organizations.

## **12. Beneficiaries**

BFR provides food to charitable nonprofit organizations that comport with section 501(c)3 of the internal revenue code, with a focus on those organizations that serve hungry, homeless, and at-risk populations in Boulder, Colorado. Allowing for logistics, we endeavor to meet the needs of the organizations serving the neediest populations before donating to those not perfectly aligned with this mission. To better stratify recipients according to these principles, BFR utilizes a categorization system: Category A recipients serve hungry, homeless, and at-risk populations; Category B are low-income; Category C recipients offer education and outreach opportunities; and Category D are recipients that fit in none of the other categories. BFR endeavors to meet the needs of our Category A recipients before donating to Category B, and so forth.

BFR does not distribute food to organizations that perform mandatory proselytizing prior to

serving or distributing food. When vetting a beneficiary and a potential conflict of interest is identified, the board will follow the conflict of interest policy delineated in Appendix A.

Lastly, volunteers are not permitted to take food for their own personal consumption while they are transporting or sorting food, or otherwise working as a volunteer for Boulder Food Rescue

## **13. Advisory Board**

The advisory board contains members who are chosen by the board of directors. The minimum term length for advisory board members is 1 year with a maximum of 2 years and the term is renewable by the Board of Directors. The advisory board meets with the Board of Directors at least once per six months in order to help steer the organization and address broad issues. The commitments of each advisory board member will be agreed upon by the member and the Board of Directors, and members can have a varied level of involvement within BFR. Advisory board members do not need to reside within Boulder, but it is requested that they meet (either in person or via satellite) with the Board and other advisory board members. These meetings will occur 3-4 times a year.

## **14. Anti-Discrimination Policy**

BFR strives to create an inclusive community in which anyone feels welcome to contribute to our efforts, and we attempt to match each volunteer with an activity suited to his or her capabilities. In adding new volunteers, we do not discriminate based on sex, gender, age, race, religion, veteran status, language, disability, or any other trait or belief.

## **Appendix A: Conflict of Interest Policy**

*This document is based on the sample conflict of interest policy provided as Appendix A in IRS document 1023.*

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

An "interested person" is: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. A person has a "financial interest" if the person has, directly or

indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. This requires a unanimous decision of the unconflicted officers.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The minutes of the governing board and all committees with board delegated powers shall

contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Appendix B: Narrative Description of Activities**

This document expands on the mission statement present in our bylaws.

Our basic goal is to recover food from retailers and businesses and distribute it to agencies that use it to feed the homeless, hungry, and at-risk citizens of Boulder County. To this end, we have primarily been preoccupied with building donation relationships with local businesses. Our organization fills an important food rescue role in this county, as the principle Feeding America food bank is located some distance away, is not able to accept perishable/unpackaged goods, and is resource-strapped. Our goal is to supplement the good work they are doing with a smaller and more flexible food redistribution model. To date, we have only done preliminary work: we have about 10 local businesses that have agreed to donate food, and we have strong relationships with area shelters and groups that organize free meals for the homeless and are willing to accept the food. In the future, we hope to expand by recruiting additional volunteers, which will allow us to rescue and redistribute more food. By becoming a 501(c)3, we will be able to provide tax-deductible receipts to our donors, which will both give us additional credibility and will encourage donation.

Because the food we rescue is donated and we obtain it at no cost, the organizations that receive it do not pay for it, and we have no paid employees or officers, our accounting is fairly simple. Income is only needed to pay small expenses, such as food storage and transportation containers, outreach events and materials to obtain volunteers, and some nominal transportation (i.e., gas) costs. To obtain sufficient income for these minor expenses, our plan is to organize fund-raising events and to solicit donations from individuals and organizations. Otherwise, we intend for our modest expenses (of which the 501(c)3 user fees is the largest) to approximately equal income from fundraising.

By the very nature of the work, we are geographically limited in scope. Hence, our organization is comparable to other similar 501(c)3 organizations in other parts of the country doing similar work. For instance:

- Sisters of the Road in Portland, Oregon: <http://sistersoftheroad.org/>
- Senior Gleaners in Northeastern California: <http://www.seniorgleaners.org/>
- City Harvest in New York City, New York: <http://www.cityharvest.org/>

## **Appendix C: Board of Directors Duties and Qualifications**

**Name:** Nora Leccese

**Qualifications:** Economics Major, University of Colorado, Americorps Volunteer, enthusiastic student of bike mechanics, radical humanist

**Average Hours Worked:** 10/week

**Duties:** Officer, Equipment Manager, Volunteer Coordinator, Graphic Design Consultant, Press Liaison, Grunt

**Name:** Helen Katich

**Qualifications:** Student at the University of Colorado; INVST Community Studies student; Preschool teacher and volunteer; Ghanaian dance enthusiast; cookie critic

**Average Hours Worked:** 10/week

**Duties:** Officer, Meeting coordinator, Volunteer Coordinator, Volunteer Appreciator, Grunt

**Name:** Bill Huggins

**Qualifications:** Freelance mathematics tutor; keeper of Jazzy; master walker; D&D enthusiast

**Average Hours Worked:** 10/week

**Duties:** Officer, Denver Food Rescue Lead, Grunt

**Name:** Elliot Smith

**Qualifications:** B.A., Boston University, World traveler, Triathlete, Amateur sommelier, pickle enthusiast

**Average Hours Worked:** 10/week

**Duties:** Officer, Changing the World, Communications, Grunt

## **Appendix D: Change Log**

### **2011-08-16**

First version of bylaws.

### **2011-09-02**

As per decisions on board meeting of 2011/09/01, added sections 10 and 11 to address the issues of food safety and ethics and transportation ethics. Additionally, amended section 7 to include instructions for how bylaws are updated after the close of a meeting. Finally, in section 9, the sentence about restrictions on withdrawing funds greater than 10% of the total assets was updated to require board consent, but not at a board meeting. And, text was added to this paragraph requiring finances to be documented in a spreadsheet accessible to, and maintained by the board of directors.

## **2011-09-26**

Amended sections 3 and 5 per the requirements of the IRS in the process of obtaining federal tax-exempt status. In particular, these changes more clearly define the charity mission of the organization in terms of meaning of section 501(c)3 of the Internal Revenue Code (section 3) and require assets be distributed in a manner that is compatible with the requirements and meaning of section 501(c)3 (section 5).

## **2011-11-09**

As per decisions from the 2011/10/31 board meeting, added a sentence to section 6 clarifying the level of involvement board members must have in day-to-day operations of Boulder Food Rescue, as well as a sentence allowing the board to always stay at three members in case of an unexpected loss of a board member. The procedure of removing a board member was also added to this section. In section 7, a table was added to explicitly define what a “quorum” entails for voting on particular kinds of agenda items. Section 12 was added to restrict donations to organizations that perform mandatory proselytizing (religious, or otherwise) prior to serving or distributing food. Section 13 was added to create an advisory board, which helps steer the organization on broad issues.

## **2012-02-15**

Per decisions of 2012/02/14 board meeting, added section 14, our adopted anti-discrimination policy. Section 7 was edited to require the availability of beer at all board meetings. Finally, section 11 has been modified to require that 90%, or more, of trips in the weekly volunteer schedule will be made by bicycle. Functionally this will keep the bike to car ratio around 9/1, excepting cases of severe weather or extremely large food rescue events, which may temporarily drive the ratio lower for a given week.

## **2012-03-12**

As per decisions from the 2012/03/08 board meeting, Nora Leccese was added into section 6 as our newest board member. Section 12 was edited to clarify that we may donate to organizations that comport with the requirements specified in section 501(c)3 of the IRS tax code. Also added a sentence stating our goal to attempt to meet the needs of the organizations serving the neediest populations first. We also added a sentence stating that we will follow the conflict of interest policy in Appendix A when determining which organizations to donate to. Lastly, a sentence was added to section 12 stating that volunteers are not allowed to take any donated food while volunteering for Boulder Food Rescue.

## **2012-04-14**

As per decisions from the 2012/04/10 board meeting, Helen Katich was added into section 6 as

our newest board member. Section 7 was edited to clarify that non-board members may propose agenda items for board meetings, and are permitted to attend meetings to speak on a pre-approved agenda item that pertains to them. However, they are only permitted to be present during the discussion on that particular agenda item.

## **2012-05-24**

After unanimous approval by the board from the 2012/5/15 board meeting, a recipient categorization system was incorporated into Section 12, Beneficiaries. An explanation of the categories as well as the the donation hierarchy is described there.

## **2012-06-19**

Per the decisions of the June 2012 Board of Directors meeting, section 6 (Board of Directors) has been edited heavily to: (a) create a minimum term of 1 year (b) a maximum leave of absence of 3 months (c) allow for a transition period where new board members can sit on the board with the members they are replacing (d) make the executive director a nonvoting member of the board (e) remove the static list of board members. Section 13 (Advisory Board) edited to (a) allow for 6 members (b) create a minimum term of one year (c) create a maximum term of two years and (d) require advisory board members to create and run a working group oriented around their advisory board role. Appendix E (Explanations for IRS form 1023) has been removed.

## **2012-07-31**

Added our info@ email address. Added Elliott to Appendix C and removed Hana. Modified the finances section to allow for board members to optionally have access to the account so long as one board member and the executive director are on the account. Added a clause that restricts a payouts to employees (for salary expenses) to at most 50% of the operating bank balance.

## **2012-09-19**

Per decisions of August 2012 board meeting, revised section 6 (the Board) to allow a maximum leave of absence of 3 months. Removed Caleb from Appendix C.