

Food Co-op Board of Directors

Record of By-laws Amendments

Date Proposed	Current Bylaw	Proposed Bylaw	Reasoning	Status/ Approved
1/21/00	<p>Article II - Membership, Section 4.</p> <p>“Each adult in an active member household may have one vote. No voting by proxy shall be permitted.”</p>	<p>Article II - Membership, Section 4.</p> <p>“Each Co-op membership number in an active member household is entitled to one vote. No voting by proxy shall be permitted.”</p>	<p>To clarify the understanding that each membership has one vote.</p> <p><i>See 1/19/00 Board Minutes</i></p>	2/2/00
12/20/00 – 1/24/02	<p>Article III – Board of Directors – and Officers</p> <p>Section 1. The voting members shall elect a Board of Directors of at least five and no more than nine members to direct the activities of The Food Co-op.</p> <p>Section 2. Members of the Board shall be individuals who demonstrate an interest in the purpose of The Food Co-op and have been active members for at least 6 months.</p> <p>Section 3. The Board of Directors shall elect from amongst its members a president, a vice-president, a secretary, and a treasurer; and each officer shall select an alternate to act in his/her place in the event of his/her absence.</p> <p>Section 4. The Board may provide for the appointment of such additional members and officers as may seem advisable. Appointees to the Board may serve only until the next election and may not be reappointed without first serving as an elected Board member.</p> <p>Section 5. (A) Any Board member may be removed by a 2/3 vote of the full Board at any regular meeting, provided that 10 days written notice has been provided to the full Board prior to the meeting.</p> <p>(B) Any Board member who is absent without notice from three successive meetings of the Board may be removed upon approval of 2/3 of the Board, in order that his/her place on the Board may be filled.</p> <p>Section 6. It shall be the responsibility of the Board to:</p> <p>(A) Define and articulate the values, principles, goals and objectives of The Food Co-op.</p> <p>(B) Determine the management structure of The Food Co-op and ensure that The Food Co-op is soundly managed. The management structure shall be responsible for the day to day operations of The Food Co-op subject to Sections (A), (D), and (E). This management responsibility shall include the responsibility to hire, train,</p>	<p>Article III – Board of Directors – Number, Qualification, Appointment, Removal And Responsibility</p> <p>Section 1. The Food Co-op shall be managed under the direction of a Board of Directors (in the manner set forth in these By-laws from time to time) consisting of not less than five nor more than nine persons (such number to be determined by the Board of Directors prior to each election, but not so as to reduce the term of an elected member), each of whom shall have been an Active Member of The Food Co-op for at least six months prior to the commencement of the election period. A Board Member may be a paid employee of The Food Co-op; however, no more than one Board Member may be a Food Co-op paid employee at any given time.</p> <p>Section 2. So long as it is within the scope of the provisions of Article III, Section 1, the Board may appoint such additional members as they deem advisable. It shall require a unanimous vote of the full Board of Directors to appoint any new member of the Board. Appointees to the Board may serve only until the next election and may not be reappointed without first serving as an elected Board member.</p> <p>Section 3. Any Board member may be removed by a 2/3 vote of the full Board at any regular meeting, provided that 10 days written notice has been provided to the full Board prior to the meeting.</p> <p>Section 4. It shall be the responsibility of the Board to represent the membership in establishing governing policies and to monitor and ensure organizational performance.</p> <p>(A) The Board will produce and maintain a link between The Food Co-op and the Members.</p> <p>(B) The Board will produce written governing policies that, at the broadest levels, address categories of decisions.</p> <p>(1) Ends - Organizational outcomes, recipients, and their relative worth.</p> <p>(2) Executive Limitations - Constraints on the Senior Team Leader’s authority that establish the prudence</p>	<p>Major changes in Article III related to:</p> <p>(1) There shall be only one board member who is a paid employee at the Food Co-op.</p> <p><i>See 12/20/01 Board Minutes. For history, see also Board Development Committee report 9/18/97, Board Minutes and Board Development Report of 10/23/97.</i></p> <p>(1) What is implied in Section 4 is that we shall govern through Policy Governance.</p> <p>Section 1 – Combined Sections 1 and 2.</p> <p>Section 3 was carried over into Article V – see later revision.</p> <p>Section 4 became a revised Section 2.</p> <p>Section 5 became a revised Section 3.</p> <p>Section 6 became a revised Section 4.</p> <p>New Sections 5 and 6.</p>	2/6/02

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	<p>evaluate, develop, and if necessary, terminate staff and consultants; the responsibility to select vendors; and the responsibility to develop, publish, maintain and operate in accordance with written personnel, grievance and operation policies and procedures.</p> <p>(C) Hire/appoint, continually evaluate, and, if appropriate, terminate the person(s) directly responsible to the Board.</p> <p>(D) Approve annual budgets, make or approve contractual financial commitments for a period of longer than one year, and make changes in The Food Co-op's financial structure, as needed, within the limitations set forth in Article VII, Sections 2 and 6.</p> <p>(E) Provide for the development and approval of long term strategic plans for The Food Co-op. This includes site leases, site purchases or site sales.</p> <p>(F) Employ an independent accounting firm for advice, and to conduct formal reviews and audits, if needed.</p> <p>(G) Employ legal counsel to the Board, if needed.</p> <p>(H) Develop and publish in writing a consensus decision making process to be utilized by the Board.</p> <p>(I) Ensure that minutes of regular and special Board meetings are recorded, corrected, and approved at the next regular meeting, and made available to the general membership by posting at The Food Co-op's main place of business. Upon request Board decisions made in Executive session will similarly be published.</p>	<p>and ethics boundaries within which all executive activity and decisions must take place.</p> <p>(3) Board-Senior Team Leader Relationship - How power is delegated and its proper use monitored; the Senior Team Leader's role, authority and accountability.</p> <p>(4) Board Process - Specifications on how the Board conceives, carries out and monitors its own work. Included within these specifications shall be development and publishing in writing of a consensus decision making process to be utilized by the Board.</p> <p>(C) The Board shall ensure performance by monitoring compliance with its policies.</p> <p>(1) The Board will assess the Senior Team Leader's performance by monitoring its policies on Ends and Executive Limitations.</p> <p>(2) The Board will assess and improve its own performance by regular assessment of compliance with Board policies on Board Process and Board-Senior Team Leader Relationship.</p> <p>(D) Because one of the Board's major responsibilities is the careful crafting of written policies to guide its own efforts and the efforts of the Senior Team Leader, the Board will continually be developing new policies and modifying existing policies.</p> <p>Section 5. Directors shall be responsible at all times for discharging their duties in good faith, in a manner that they reasonably believe to be in the best interests of The Food Co-op and with the care that an ordinarily prudent person in a like position would use under similar circumstances.</p> <p>Section 6. Directors shall be under an affirmative duty to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Directors having such an interest may not participate in the decision of the matter. Directors shall at all times maintain the confidentiality of sensitive matters.</p>		
2/2/00	<p>Article I - Name and Location</p> <p>Section 1. The name of the cooperative shall be The Food Co-op.</p> <p>Section 2. The location of The Food Co-op is Port Townsend, Washington.</p> <p>Article II - Membership</p> <p>Section 1. Membership in The Food Co-op is open to all persons.</p>	<p>Article I – Name and Location and Purpose</p> <p>Section 1. The name of the cooperative is The Food Co-op.</p> <p>Section 2. The location of the principal office of The Food Co-op is Port Townsend, Washington.</p> <p>Article II - Membership</p> <p>Section 1. Membership in The Food Co-op is open to all natural persons.</p>	<p>Major changes to the By-laws with this amendment relate to the following:</p> <p>Only one Member/Owner per Membership Number. Household has shopping privileges; voting privileges and ownership of the Capital Investments paid belong to the Member/Owner.</p>	3/6/02

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	<p>Section 2. Membership, which may be individual or household, may be obtained by payment of a non-refundable joining fee and a minimum Capital Investment, both amounts to be set by the Board of Directors.</p> <p>Section 3. Active membership in The Food Co-op shall be contingent upon the making of Capital Investments for the current month, as called for in Article VII, Section 1.</p> <p>Section 4. Each active Co-op membership number is entitled to one vote. No voting by proxy shall be permitted.</p> <p>Section 5. Active members have the right to make purchases at the Co-op at member prices, place special orders, and volunteer to work at the Co-op as discount workers.</p> <p>Section 6. A member may withdraw from The Food Co-op by requesting in writing the return of accumulated Capital Investments as called for in Article VII, Section 3.</p> <p>Article IV - Election</p> <p>Section 1. The members of the Board shall be elected on the following basis: At the first election the total Board membership shall be elected for one (1) year. Thereafter prior to or at each annual meeting new elections shall be held, with approximately half the Board being elected to a two-year term each year.</p> <p>Section 2.</p> <p>(A) Prior to the annual meeting of the Co-op Membership prospective candidates for the Board of Directors shall be advanced by a nominating committee to be comprised of current Board of Director members and open to the general membership. Those who are nominated for the Board cannot serve on the nominating committee.</p> <p>(B) Candidates may also be nominated by petition from the general membership if they submit signatures from 25 member households to the nominating committee 4 weeks prior to the election.</p> <p>(C) Election will be by ballot to allow for a yes or no vote for individual nominees on a slate prepared by the nominating committee, composed of its own nominations and those petitioned. Nominees are elected to the Board by receiving 2/3 vote. If the number who obtain 2/3 vote exceeds the number of board openings, then those with the most votes are elected, with runoffs dictated in the event of a tie.</p> <p>Section 3. Officers and members of the Board shall hold office until their successors are installed.</p> <p>Section 4. New Board members will be installed at the first Board meeting following their election.</p>	<p>Section 2. Initial Membership may be obtained by paying a one-time non-refundable fee in an amount set, from time to time, by the Board of Directors. Membership shall be reflected by assignment of a membership number. Active Membership shall be maintained and deemed current during each calendar month with respect to which the Member shall have paid minimum Capital Investment in the amount set forth in Article VII, Section 1, or during which a Member shall have been paid-in-full. If a Member is not current at any time, he/she shall be deemed an Inactive Member at such time. An Inactive Member may become an Active Member by paying the current month's minimum Capital Investment.</p> <p>Section 3. Membership may be transferred in accordance with the process set forth by the Board of Directors from time to time. Unless membership is transferred within six months after the death of a Member, membership shall terminate and the deceased Member's Capital Investment shall revert to The Food Co-op.</p> <p>Section 4. Each Active Member shall be entitled to one vote. Active Membership shall be determined as of the date on which the vote is cast. Proxy voting shall not be permitted.</p> <p>Section 5. Active Members shall have the right to participate in the governance of The Food Co-op as provided for in these Bylaws, and to participate in such membership pricing and/or ordering plans as may be in existence from time to time. Members of the household of an Active Member shall be entitled to the pricing and/or ordering plans as may be in existence from time to time, but shall not be entitled to governance rights. For this purpose "household" shall mean natural persons residing under the same roof as the Active Member.</p> <p>Section 6. A member may withdraw from The Food Co-op by notifying the Treasurer of The Food Co-op in writing. A withdrawing member may request return of accumulated Capital Investments as provided in Article VII, Section 3. Such request shall be in writing.</p> <p>Article IV– Election of Directors</p> <p>Section 1. Prior to each annual meeting of membership, elections shall be held for membership on the Board. It is intended that each Board, as much as possible, consist of one-half remaining from the prior Board and one-half being elected (or reelected). To this end, the Board shall determine prior to each election the term (one year or two years) of each seat on the Board subject to election.</p> <p>Section 2. The Board of Directors shall screen and select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the</p>	<p>Treasurer does not have to be a member of the Board of Directors.</p> <p>Memberships of deceased Member/Owners revert to the Co-op if not claimed within six months of death.</p> <p><i>See 12/20/01 Board Minutes and 1/2/02 Board Minutes</i></p> <p>Note: The Board of Directors of the Food Co-op, acting as a committee of the whole, began reviewing its By-Laws June 28, 2000 to ensure they were up-to-date with the current business operation. The majority of the changes discussed over this period were incorporated in the version adopted on March 6, 2002.</p>	

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	<p>Section 5. Following the installation of new members of the Board, the Board shall elect new officers of the corporation from amongst its members.</p> <p>Section 6. It shall require a 2/3 vote of the full Board of Directors to appoint any new member to the Board of Directors and to elect an officer. It shall not require the calling of an annual meeting to elect the first Board of Directors, since the incorporators of The Food Co-op and any others they may choose shall comprise the first Board of Directors.</p> <p>Article V - Duties of Officers</p> <p>Section 1. The President shall preside at all meetings of the Board of Directors. (S)he shall establish whatever committees may be required from time to time to accomplish the work of The Food Co-op, and shall appoint the chairperson of each such committee. (S)he shall be an ex-officio member of all committees, and shall see to it that all committee chairpersons report to him/her and to the Board. (S)he shall be responsible for seeing to it that all reports required by any body to which The Food Co-op is responsible shall be submitted at the appropriate time. (S)he shall be one of the signers of all contracts and agreements approved by the Board of Directors.</p> <p>Section 2. The Vice-president shall perform the duties of the President in his/her absence or if a vacancy in the office occurs, and shall undertake such other responsibilities as the President may assign.</p> <p>Section 3. The Secretary shall be custodian of the Corporate Seal and of the Corporate Binder. The Corporate Binder shall include copies of all important records, legal documents, financial statements, minutes of meetings of the Board of Directors and membership, and any other pertinent documents relating to The Food Co-op. The Corporate Seal and Corporate Binder shall be kept at The Food Co-op office unless they are needed by the Secretary to fulfill his/her duties.</p> <p>Section 4. The Treasurer shall be responsible for the maintenance of a complete and accurate financial account, shall make regular reports to the Board of Directors, shall submit an annual statement for inclusion in the annual membership meeting and shall submit all financial reports required or requested by the President.</p> <p>Section 5. At the expiration of the term of office, by termination or otherwise, of any officer or member of the Board (s)he shall turn over to his/her successor all money, property, papers, records and books of the Co-op that may be in his/her possession.</p> <p>Article VI - Meetings</p>	<p>ballot by petition signed by 25 Active Members and submitted to the Board of Directors not less than four weeks prior to the date chosen for commencement of the election. The Board does not screen such prospective Board members.</p> <p>Section 3. (A) Election shall be by ballot and allow for a yes or no vote for individual nominees consisting of Board nominees and nominees achieved through the petition method described in Article IV, Section 2. Nominees are elected to the Board by receiving "yes" votes equal to or greater than 2/3 of the Active Members voting. If the nominees who obtain such 2/3 vote exceed the number of board openings (as determined by the Board prior to the vote), then those with the most votes are elected, with runoffs dictated in the event of a tie.</p> <p>(B) Balloting shall commence on a date chosen by the Board and shall terminate no sooner than 14 days thereafter. The ballot box shall be placed in a prominent position in the store(s).</p> <p>Section 4. Those persons elected to the Board shall be installed at the first Board meeting following their election and shall hold office until their successors are installed.</p> <p>Article V - Officers – Election, Appointment and Duties</p> <p>Section 1. At its first meeting following an election of directors, and following the installation of new directors, the Board, by the affirmative vote of at least 2/3 of the full Board, shall elect from among its members a president, a vice-president, and a secretary. Upon the nomination of the Senior Team Leader, the Board shall elect a treasurer, who need not be a member of the Board of Directors. The Board may appoint such additional officers, as it deems appropriate. Officers shall hold office until their successors are installed.</p> <p>Section 2. The President shall preside at all meetings of the Board of Directors. S/he shall establish whatever committees may be required from time to time to accomplish the work of The Food Co-op, and shall appoint the chairperson of each such committee. S/he shall be an ex-officio member of all committees, and shall see to it that all committee chairpersons report to him/her and to the Board.</p> <p>Section 3. The Vice-president shall perform the duties of the President in his/her absence or if a vacancy in the office occurs, and shall undertake such other responsibilities as the President may assign.</p> <p>Section 4. The Secretary shall be custodian of the Corporate Seal and of the Corporate Binder. The Corporate Binder shall include copies of all important records, legal</p>		

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	<p>Section 1. There shall be an annual meeting of the membership and the Board of Directors during every calendar year.</p> <p>Section 2. Regular meetings of the Board of Directors shall be held at least once monthly. Special meetings of the Board may be called by the President when deemed necessary, or by written request of a quorum of the Board.</p> <p>Section 3. Meetings of committees shall be called by the chairperson of each committee as frequently as deemed necessary to accomplish the work of the committee.</p> <p>Article VII - Capital</p> <p>Section 1. Each member shall be required to make at least one \$2 Capital Investment (C-I) upon joining, then at least \$2 in C-Is each month the membership is used, up to a total of \$100 in C-Is. A member who has made this total of C-Is shall be considered "paid-in-full." Member C-Is are non-interest bearing.</p> <p>Section 2. The active membership shall determine the need for additional member investment by a secret ballot at the store for 25 business days following a general membership meeting at which the change is proposed.</p> <p>Section 3. Capital Investments made by a member shall be redeemed in the order of request, no sooner than ninety days after joining The Food Co-op and no later than ninety days after he/she has resigned from membership in writing.</p> <p>Section 4. Debts which a member has incurred to The Food Co-op may be charged against the member's Capital Investments if the debt is older than 90 days. All debts to The Food Co-op must be paid before a C-I withdrawal may be made.</p> <p>Section 5. No partial withdrawal of C-Is may be made. A member who withdraws his/her C-Is must pay a \$5 rejoining fee to reactivate membership.</p> <p>Section 6. No loans aggregating more than The Food Co-op's net worth may be taken by the Board of Directors unless authorized by a 2/3 majority of the active membership voting in a secret ballot at the store for a period of 25 business days following a general membership meeting explaining the loan proposal.</p> <p>Article VIII - Quorum</p> <p>Section 1. A quorum of the Board of Directors is a simple majority of the current number of Board members.</p> <p>Section 2. A quorum of the membership for annual meetings or special general membership meetings shall be 5% of the active membership.</p>	<p>documents, financial statements, minutes of meetings of the Board of Directors and membership, and any other pertinent documents relating to The Food Co-op. The Corporate Seal and Corporate Binder shall be kept at The Food Co-op office unless they are needed by the Secretary to fulfill his/her duties.</p> <p>Section 5. The Treasurer shall report to the Senior Team Leader and shall be responsible for the maintenance of complete and accurate financial accounts. The Treasurer may execute contracts and agreements approved by the Board of Directors, but may not be the sole signatory on behalf of The Food Co-op.</p> <p>Section 6. At the expiration of the term of office, by termination or otherwise, of any officer or member of the Board, s/he shall turn over to his/her successor all money, keys, property, papers, records and books of The Food Co-op that may be in his/her possession.</p> <p>Article VI – Meetings and Quorum – Membership and Board of Directors</p> <p>Section 1. There shall be an Annual Meeting of the membership. The Board of Directors may also call special meetings. A quorum of the membership at these meetings shall be 5% of Active Members, as determined on the first day of the month in which the meeting is held.</p> <p>Section 2. The obligation to hold an Annual Meeting shall be fulfilled even though a quorum is not present if the Annual Meeting is held after (a) notice of the meeting and the agenda was posted in the store(s) at least 20 days before the meeting, and (b) prior notice of the meeting was advertised in <i>The Leader</i> or any other newspaper of general circulation.</p> <p>Section 3. Regular meetings of the Board shall be held at least once monthly. Special meetings of the Board may be called by the President when deemed necessary, or by written request of a quorum of the Board. A quorum of the Board shall be a simple majority of the current number of Board members.</p> <p>Article VII – Capital</p> <p>Section 1. Each Member shall be required to make at least one \$2 Capital Investment upon joining, then at least \$2 in Capital Investment each month the membership is used, up to a total of \$100 in Capital Investment. A Member who has made this total of Capital Investment shall be considered "paid-in-full." Capital Investments do not bear interest.</p> <p>Section 2. The active membership shall determine the need for additional member investment by a secret ballot at the store(s)</p>		

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	<p>Article IX - Amendments</p> <p>These by-laws may be altered, amended or repealed by the affirmative vote of 2/3 of the full Board of Directors at any regular or special meeting thereof, provided written notice of the proposed amendment is given at least ten (10) days in advance of the meeting except as provided for in Article VII, Sections 2 and 6.</p> <p>Article X - Dissolution</p> <p>Section 1. In the event of dissolution, obligations of The Food Co-op shall be discharged in the following order:</p> <ol style="list-style-type: none"> 1) Debts 2) Capital Investments of members resigned at least 90 days prior to the date of dissolution. 3) All other Capital Investments in the order received by The Food Co-op. <p>Section 2. Any surplus shall be given to such non-profit organization as the Board of Directors may determine.</p> <p>Article XI - Indemnity Clause</p> <p>The Coop shall indemnify and hold harmless each person who serves as a director from and against any and all claims and liabilities for action alleged to have been taken or omitted by him/her as such director, for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no person shall be indemnified against or be reimbursed for any expense in connection with any claim or liability arising out of his/her own negligence, willful misconduct or bad faith.</p> <p>The right accruing to any person under the above paragraph herein shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Coop to indemnify or reimburse such person in any other proper case.</p> <p>The Coop, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this article, or refusing to do so, in reliance on advice from counsel.</p>	<p>for 25 business days following a general membership meeting at which the change is proposed.</p> <p>Section 3. Capital Investments made by a Member shall be redeemed in the order of request, no sooner than ninety days after joining The Food Co-op, and no later than ninety days after he/she has requested redemption in writing in connection with a written withdrawal from membership. A member who withdraws his/her entire Capital Investment must pay a non-refundable fee as set forth in Article II, Section 2 to reactivate membership.</p> <p>Section 4. A withdrawal of that portion of a Member's Capital Investment that exceeds the "paid-in-full" amount is permitted upon written request. Return of such excess Capital Investment shall be made no later than ninety days after written request. Otherwise no partial withdrawal of Capital Investment is permitted.</p> <p>Section 5. Debts that a Member has incurred to The Food Co-op may be charged against the Member's Capital Investment if the debt is older than 90 days. All debts to The Food Co-op must be paid before a Capital Investment withdrawal may be made.</p> <p>Section 6. No loans may be taken aggregating more than The Food Co-op's net worth (as reflected on its last available balance sheet prior to the date of the relevant general meeting) unless and to the extent authorized by a 2/3 majority of those Active Members voting. The voting shall be at the store(s) by secret ballot. Voting shall be open for a period of 25 business days following a general membership meeting explaining the loan proposal.</p> <p>Article VIII – Amendments</p> <p>Section 1. Except for the provisions of Article VII, Sections 2 and 6, these by-laws may be altered, amended or repealed by the affirmative vote of 2/3 of the full Board of Directors at any regular or special meeting thereof, provided written notice of the proposed amendment is given at least ten (10) days in advance of the meeting to each Director and posted at that place where minutes and related matters are ordinarily posted in the store(s).</p> <p>Section 2. Alteration, repeal or amendment of Article VII, Section 2 or Section 6 may be by membership vote only. Voting method, specifications and percentage of active membership voting necessary for passage of change to these by-law sections shall be the same as provided in such sections with respect to the issues referred to therein.</p> <p>Article IX – Dissolution</p> <p>Section 1. In the event of dissolution, obligations of The Food Co-op shall be</p>		

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		<p>discharged in the following order:</p> <ol style="list-style-type: none"> 1) Debts 2) Capital Investments of members properly requested at least 90 days prior to the date of dissolution. 3) All other Capital Investments in the order received by The Food Co-op. <p>Section 2. Any surplus shall be given to such non-profit organization as the Board of Directors may determine.</p> <p>Article X – Indemnity Clause</p> <p>Section 1. The Food Co-op shall indemnify and hold harmless each person who serves or has served as a director, officer and/or manager from and against any and all claims and liabilities for action alleged to have been taken or omitted by him/her as such director, and for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability, to the fullest extent permitted by law.</p> <p>Section 2. The Food Co-op, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this article, or refusing to do so, in reliance on advice from counsel.</p>		
11/7/02	<p>Article IV – Election of Directors</p> <p>Section 1. Prior to each annual meeting of membership, elections shall be held for membership on the Board. It is intended that each Board, as much as possible, consist of one-half remaining from the prior Board and one-half being elected (or reelected). To this end, the Board shall determine prior to each election the term (one year or two years) of each seat on the Board subject to election.</p> <p>Section 2. The Board of Directors shall screen and select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the ballot by petition signed by 25 Active Members and submitted to the Board of Directors not less than four weeks prior to the date chosen for commencement of the election. The Board does not screen such prospective Board members.</p> <p>Section 3. (A) Election shall be by ballot and allow for a yes or no vote for individual nominees consisting of Board nominees and nominees achieved through the petition method described in Article IV, Section 2. Nominees are elected to the Board by receiving “yes” votes equal to or greater than 2/3 of the Active Members voting. If the nominees who obtain such 2/3 vote exceed the number of board openings (as determined by the Board prior to the vote), then those with the most votes are elected, with runoffs dictated</p>	<p>Article IV – Election of Directors</p> <p>Section 1. Prior to each annual meeting of membership, elections shall be held for membership on the Board. It is desired that each Board, as much as possible, consist of two-thirds remaining from the prior Board and one-third being elected (or reelected). To this end, the Board shall determine prior to each election the term (one, two or three years) of each seat on the Board subject to election.</p> <p>Section 2. The Board of Directors shall screen and select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the ballot by petition signed by not less than five percent of those Active Members entitled to vote (as determined by the Co-op’s Finance Department 12 weeks prior to the date chosen for commencement of the election) and submitted to the Board of Directors not less than four weeks prior to the date chosen for commencement of the election. The Board does not screen such prospective Board members; however, no candidate shall appear on the ballot unless (s)he (prior to application for nomination or prior to commencement of petition circulation, as the case may be) shall have attended an orientation for potential candidates, making candidates aware of:</p> <ol style="list-style-type: none"> (a) the history of the Co-op and the Board; (b) the processes utilized by the Board, including consensus decision-making and Policy Governance; (c) the expectations of Board Members, 		11/22/02

Date Proposed	Current Bylaw	Proposed Bylaw	Reasoning	Status/ Approved
	<p>in the event of a tie.</p> <p>(B) Balloting shall commence on a date chosen by the Board and shall terminate no sooner than 14 days thereafter. The ballot box shall be placed in a prominent position in the store(s).</p> <p>Section 4. Those persons elected to the Board shall be installed at the first Board meeting following their election and shall hold office until their successors are installed.</p>	<p>including time commitment; and (d) those Policies relating to Board Members, particularly the Board Member's Code of Conduct.</p> <p>Section 3. (A) Election shall be by ballot, which shall contain the name of each nominee of the Board, [and each nominee achieved through the petition method described in Article IV, Section 2.] Each name shall be followed by a single check box. Subject to such restrictions upon service on the Board as shall be contained in other provisions of these By-laws, nominees are elected to the Board in order of number of valid votes cast. Runoffs are required in the event of ties.</p> <p>(B) Balloting shall commence on a date chosen by the Board and shall terminate no sooner than 14 days thereafter. The ballot box shall be placed in a prominent position in the store(s).</p> <p>Section 4. Those persons elected to the Board shall be installed at the first Board meeting following their election and shall hold office until their successors are installed.</p>		
2/21/03	<p>Article III</p> <p>Section 1. The Food Co-op shall be managed under the direction of a Board of Directors (in the manner set forth in these By-laws from time to time) consisting of not less than five nor more than nine persons (such number to be determined by the Board of Directors prior to each election, but not so as to reduce the term of an elected member), each of whom shall have been an Active Member of The Food Co-op for at least six months prior to the commencement of the election period. A Board Member may be a paid employee of The Food Co-op; however, no more than one Board Member may be a Food Co-op paid employee at any given time.</p>	<p>Article III</p> <p>Section 1. The Food Co-op shall be managed under the direction of a Board of Directors (in the manner set forth in these By-laws from time to time) consisting of not less than five nor more than nine persons (such number to be determined by the Board of Directors prior to each election, but not so as to reduce the term of an elected member), each of whom shall have been a Senior Member, an Active Member, or a member of the household of a Senior Member or Active Member, for at least six months prior to being seated on the Board. In order to qualify, such Senior Member, or member of the household of such Senior Member must become an Active Member on or before being seated on the Board. A Board Member may be a paid employee of The Food Co-op; however, no more than one Board Member may be a Food Co-op paid employee at any given time.</p>	<p>See 2/28/03 Minutes.</p> <p>Clarification of senior membership, which provides purchasing benefits of membership without having to make a capital investment, but does not bestow voting privileges without the payment.</p>	2/28/03
11/05/04	<p>Article IV – Election of Directors</p> <p>Section 2. The Board of directors shall screen and select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the ballot by petition signed by not less than five percent of those Active Members entitled to vote (as determined by the Co-op's Finance Department 12 weeks prior to the date chosen for commencement of the election) and submitted to the Board of Directors not less than four weeks prior to the date chosen for commencement of the election. The Board does not screen such prospective</p>	<p>Article IV – Election of Directors</p> <p>Section 2. The Board of Directors shall select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the ballot by petition signed by not less than five percent of the total number of validated votes at the previous year's election, and submitted to the Board of Directors in accordance with the timeline set by the Board. The Board does not select such prospective Board members; however, no candidate shall appear on the ballot unless (s)he has received an orientation for potential candidates, making them aware of:</p>	<p>See 10/1/04 Minutes</p> <p>To clarify and re-word candidate process for election to Board</p>	1/07/05

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	<p>Board members; however, no candidate shall appear on the ballot unless (s)he (prior to application for nomination or prior to commencement of petition circulation, as the case may be) shall have attended an orientation for potential candidates, making candidates aware of:</p> <p>(A) the history of the Co-op and the Board;</p> <p>(B) (B) the processes utilized by the Board, including consensus decision-making and Policy Governance;</p> <p>(C) the expectations of Board Members, including time commitment; and,</p> <p>(D) those Policies relating to Board Members, particularly the Board Member’s Code of Conduct.</p>	<p>(A) the history of the Co-op and the Board;</p> <p>(B) the processes utilized by the Board, including consensus decision-making and Policy Governance;</p> <p>(C) the expectations of Board Members, including time commitment; and,</p> <p>(D) those Policies relating to Board Members, particularly the Board Member’s Code of Conduct.</p>		
3/7/06	<p><u>ARTICLE II – MEMBERSHIP</u></p> <p>Section 1. Membership in The Food Co-op is open to all natural persons.</p>	<p><u>ARTICLE II – MEMBERSHIP</u></p> <p>Section 1. Membership in The Food Co-op is open to all natural persons fourteen (14) years of age or older.</p>	<p>Employment in the Food Co-op is open to individuals fourteen (14) years of age or older. All co-op employees should have the ability to vote in co-op matters; therefore, making the minimum membership age as fourteen (14), will give all employees a voice.</p>	APPROVED 3/7/06
3/7/06	<p><u>Article IV – Election of Directors</u></p> <p>Section 1. Prior to each annual meeting of membership, annual elections shall be held for membership on the Board. It is desired that each Board, as much as possible, consist of two-thirds remaining from the prior Board and one-third being elected (or re-elected). To this end, the Board shall determine prior to each election the term (one, two or three years) of each seat on the Board subject to election.</p>	<p><u>Article IV – Election of Directors</u></p> <p>Section 1. Annual elections shall be held for membership on the Board. It is desired that each Board, as much as possible, consist of two-thirds remaining from the prior Board and one-third being elected (or re-elected). To this end, the Board shall determine prior to each election the term (one, two or three years) of each seat on the Board subject to election.</p>		APPROVED 3/7/06
1/5/07	<p><u>Article III – Board of Directors-Number, Qualification, Appointment, Removal and Responsibility</u></p> <p>Section 2. The Board of Directors shall select nominees to serve as members of the Board of Directors. Additional candidates may be placed on the ballot by petition signed by not less than five percent of the total number of validated votes at the previous year’s election and submitted to the</p>	<p><u>Article III – Board of Directors-Number, Qualification, Appointment, Removal and Responsibility</u></p> <p>Section 2. Any eligible member (See Article III, Section 1), may run for election to the Board of Directors. All candidates shall have completed an orientation for potential candidates, making candidates aware of:</p> <p>e) the history of the Co-op and the Board;</p>	<p>Section 2 will delete all reference to “Senior.”</p> <p>Section 3 will allow all members to run for the Board.</p>	1/5/07

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1/5/07-Cont.	<p>Board of Directors in accordance with the timeline set by the Board. The Board does not select such prospective Board members; however, no candidate shall appear on the ballot unless (s)he has received an orientation for potential candidates, making them aware of:</p> <ul style="list-style-type: none"> a) the history of the Co-op and the Board; b) the processes utilized by the Board, including consensus decision-making and Policy Governance; c) the expectations of Board Members, including time commitment; and d) those Policies relating to Board Members, particularly the Board Member's Code of Conduct. <p><u>Article IV – Election of Directors</u></p> <p>Section 3. (A) Election shall be by ballot, which shall contain the name of each nominee of the Board, [and each nominee achieved through the petition method described in Article IV, Section 2.] Each name shall be followed by a single check box. Subject to such restrictions upon service on the Board as shall be contained in other provisions of these By-laws, nominees are elected to the Board in order of number of valid votes cast. Runoffs are required in the event of ties.</p>	<ul style="list-style-type: none"> f) the processes utilized by the Board, including consensus decision-making and Policy Governance; g) the expectations of Board Members, including time commitment; and h) those Policies relating to Board Members, particularly the Board Member's Code of Conduct. <p>Candidates are urged to attend at least two (2) Board Meetings prior to the election.</p> <p><u>Article IV – Election of Directors</u></p> <p>Section 3. (A) Election shall be by ballot, which shall contain the name of each candidate. Each name shall be followed by a single check box. Subject to such restrictions upon service on the Board as shall be contained in other provisions of these By-laws, candidates are elected to the Board in order of number of valid votes cast. Runoffs are required in the event of ties.</p>		
4/3/07	<p><u>Article II-Membership</u></p> <p>Section 4. Each Active Member shall be entitled to one vote. Active Membership shall be determined as of the date on which the vote is cast. Proxy voting shall not be permitted.</p> <p>Section 6. A member may withdraw from The Food Co-op by notifying the Treasurer of The Food Co-op in writing. A withdrawing member may request return of accumulated Capital Investments as provided in Article VII, Section 3. Such request shall be in writing.</p>	<p><u>Article II-Membership</u></p> <p>Section 4. Each Active Membership shall be entitled to one vote. Active Membership shall be determined as of the date on which the vote is cast. Proxy voting shall not be permitted. Where there is a Designated Member-Owner, only that Member-Owner may vote. In the event that a Membership is in more than one person's name with no Designated Owner, and more than one person votes, only the first ballot counted on that membership number shall be valid.</p> <p>Section 6. A member may withdraw from The Food Co-op by notifying the Treasurer of The Food Co-op in writing. Where there is a Designated Member-Owner, only the Designated Member-Owner may withdraw or otherwise control the membership interests. A withdrawing member may request return of accumulated Capital Investments as provided in Article VII, Section 3. Such request shall be in writing.</p>	Clarify Active Membership, Designated Voter status, who is eligible to cast a vote, and who is eligible to withdraw a membership from The Food Co-op	4/3/07
12/02/08	<p><u>ARTICLE III – BOARD OF DIRECTORS – NUMBER, QUALIFICATION, APPOINTMENT, REMOVAL AND RESPONSIBILITY</u></p> <p>Section 4. It shall be the responsibility of the Board to represent the membership in establishing governing policies and to monitor and ensure organizational</p>	<p><u>ARTICLE III – BOARD OF DIRECTORS – NUMBER, QUALIFICATION, APPOINTMENT, REMOVAL AND RESPONSIBILITY</u></p> <p>Section 4. It shall be the responsibility of the Board to represent the membership in establishing governing policies and to monitor and ensure organizational</p>	1. The goal of consensus, to forge an agreement that all can accept, has often been unattainable when weighed against the necessary time constraints of Board meetings and the need for timely decisions. 2. A simple majority	1/06/09

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	<p>performance.</p> <p>(A) The Board will produce and maintain a link between The Food Co-op and the Members.</p> <p>(B) The Board will produce written governing policies that, at the broadest levels, address categories of decisions.</p> <p>1) Ends - Organizational outcomes, recipients, and their relative worth.</p> <p>2) Executive Limitations - Constraints on the General Manager's authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.</p> <p>3) Board-General Manager Relationship - How power is delegated and its proper use monitored; the General Manager's role, authority and accountability.</p> <p>4) Board Process - Specifications on how the Board conceives, carries out and monitors its own work. Included within these specifications shall be development and publishing in writing of a consensus decision making process to be utilized by the Board.</p>	<p>performance.</p> <p>(A) The Board will produce and maintain a link between The Food Co-op and the Members.</p> <p>(B) The Board will produce written governing policies that, at the broadest levels, address categories of decisions.</p> <p>1) Ends - Organizational outcomes, recipients, and their relative worth.</p> <p>2) Executive Limitations - Constraints on the General Manager's authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.</p> <p>3) Board-General Manager Relationship - How power is delegated and its proper use monitored; the General Manager's role, authority and accountability.</p> <p>4) Board Process - Specifications on how the Board conceives, carries out and monitors its own work.</p>	<p>decision simplifies and clarifies the actual voting process.</p> <p>3. While the use of simple majority does permit decisions to be made with the approval of a relatively small number of "yay" votes; the same is true of consensus minus one.</p> <p>4. Robert's Rules with its majority rule strategy offers the Board a decision-making process that is clearly stated, simple to understand and implement, and familiar to most people.</p> <p>5. The By-Laws currently require a two-thirds majority or the unanimous agreement of the entire board for a limited number of decisions such as by-law changes, appointment or removal of board members, and election of officers. This proposal would not change those requirements, thus protecting the organization from small number of Board members making far-reaching or drastic changes.</p>	