

**Grain Train Board of Directors Meeting** July 21, 2009  
Petoskey Public Library - Meeting called to order: 6:02 PM  
Quorum present

**Time Keeper:** Mike

**Secretary:** Trisha

**Our Mission:** The Grain Train is committed to empowered individuals, vital communities and a healthy Planet. As a Natural Foods Cooperative, we are the trusted source in northern Michigan for high quality, local, organic and natural products at a fair value to our membership and community.

**Present:** John Paul Westbrook - President, Michael Cromley - Vice President, Allie Greenleaf Maldonado - Treasurer, Trisha Shattuck - Secretary, Gary Hammons, Amy Maus, Maggie Daniels, Hal Willens, Carrie Livingston - Grain Train General Manager

**Visitor:** Ryan Nelson

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**Call Meeting to Order, Quorum (6:02 PM)**

**Open Member Forum** 10 min. - No members present.

Note: Open Member Forum moved to the start of the monthly board meeting agenda.

Allie suggests the board do a better job of advertising the meeting location in advance.

V.P. Michael presents his results of a telephone survey of the general managers from nearby and regional cooperatives. He asked six questions detailed on his handout dated, 2nd week of July, 2009.

**Approval of June Minutes** - Gary motions approval, Hal seconds the motion. Unanimous approval of the minutes as written.

**Next Meeting:** August 18, 2009 - 6:00 PM

**Financials:** Marketing & Member Update/ CoCoFist Reports - Projected:

Carrie describes the Grain Train standing when compared to cooperatives of similar size and gross sales data. (Utilizing a computer and projected bar graphs), food sales have an ideal profit margin within the 30 - 40% range, with the Grain Train closest to the upper range approaching 36%. The GT pays higher hourly wages which may lead to a dedicated staff. Total wages plus bonuses results in approximately 20% of total income expended. Through the Member Owner Appreciation Day, once a month, the GT has statistically extended a 1.4% member discount which is a greater discount when compared to peer cooperatives.

**General Manager Report** - 20 min. (Carrie)

Manager's Report to Board for June 2009

**FINANCIAL**-June sales were \$260,681.00 compared to \$254,319.00 last year reflecting a 2.5% increase in sales for the same month. YTD sales are up 1.6% compared to the same time frame last year. Net income for June was \$39,344.00 compared to budgeted amount of \$17,743.00. YTD net profit is \$33,421.00 compared to budgeted amount of \$24,613.00 reflecting a 1.7% net profit to date.

**OPERATIONAL**-Two new employees were hired last month. Colleen Maass is working in the deli with Meghan. Colleen worked with Meghan at the casino and left to come to work at the Grain Train. Chris Woods is working in the bulk department with Brad and will be cross trained in other departments so that he will be able to fill in when other employees are absent.

There was an increase in customer foot traffic in June. It was apparent that many of our seasonal customers that were not in the store in May, likely because it was so cool, began shopping in June. This is reflected by sales for the month.

**MEMBERSHIP/MARKETING**- Five new owners joined in the month of June compared to seven last June. Owner revenue was \$851.00 compared to \$893.00 last year for the month of June.

Thanks, Carrie

	<u>Jun 09</u>	<u>Jun 08</u>	<u>% Change</u>	<u>% of Income</u>
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
260,680.6	260,680.6	254,319.0		101.01
<b>41000 · SALES</b>	0	3	2.5%	%
<b>42900 · SALES DISCOUNTS</b>	-2,612.81	-2,532.73	3.16%	-1.01%
<b>Total Income</b>	9	0	2.5%	100.0%
<b>Cost of Goods Sold</b>				
143,555.8	143,555.8	157,525.4		
<b>51000 · COST OF GOODS SOLD</b>	3	0	-8.87%	55.63%
<b>Total COGS</b>	3	0	-8.87%	55.63%
<b>Gross Profit</b>	6	94,260.90	21.48%	44.37%
<b>Expense</b>				
41,506.04	41,506.04	38,548.69	7.67%	16.08%
<b>52100 · SALARIES &amp; WAGES</b>				
7,144.90	7,144.90	7,661.51	-6.74%	2.77%
<b>52200 · OTHER EMPLOYEE EXPENSES</b>				
4,079.17	4,079.17	3,701.35	10.21%	1.58%
<b>53000 · STORE &amp; OFFICE SUPPLIES</b>				
5,074.11	5,074.11	7,904.02	-35.8%	1.97%
<b>54000 · OCCUPANCY EXPENSES</b>				
1,849.36	1,849.36	2,475.70	-25.3%	0.72%
<b>55000 · ADVERTISING/PROMOTION/MEMBERSHIP</b>				
3,178.99	3,178.99	3,962.62	-19.78%	1.23%
<b>56000 · SELLING EXPENSES</b>				
2,348.79	2,348.79	1,776.30	32.23%	0.91%
<b>57000 · ADMINISTRATIVE EXPENSES</b>				
3,596.14	3,596.14	3,874.10	-7.18%	1.39%
<b>58000 · INTEREST EXPENSE</b>				
5,500.00	5,500.00	5,500.00	0.0%	2.13%
<b>59000 · DEPRECIATION EXPENSE</b>				
<b>Total Expense</b>	74,277.50	75,404.29	-1.49%	28.78%
<b>Net Ordinary Income</b>	40,234.46	18,856.61	113.37%	15.59%
<b>Other Income/Expense</b>				
<b>Other Income</b>				

64400 · INTEREST INCOME	0.00	12.54	-100.0%	0.0%
<b>Total Other Income</b>	<b>0.00</b>	<b>12.54</b>	<b>-100.0%</b>	<b>0.0%</b>
<b>Other Expense</b>				
75970 · DONATIONS	190.61	426.08	-55.26%	0.07%
79500 · FEDERAL INCOME TAX	700.00	700.00	0.0%	0.27%
<b>Total Other Expense</b>	<b>890.61</b>	<b>1,126.08</b>	<b>-20.91%</b>	<b>0.35%</b>
<b>Net Other Income</b>	<b>-890.61</b>	<b>-1,113.54</b>	<b>-20.02%</b>	<b>-0.35%</b>
<b>Net Income</b>	<b>39,343.85</b>	<b>17,743.07</b>	<b>121.74%</b>	<b>15.25%</b>

### Old Business -

**Amy presents the results of her poll** of member owners with regard to two questions:

Would you like to know if food has been genetically modified? 35 - Yes, 6 - No

Would you like to know if food may have been irradiated? 35 - Yes, 4 - No

23 were members, 7 were not.

**J.P discusses his survey of five local grocers**, through the use of a list of ten food staples and comparative price analysis. With two stores yet to be surveyed, the GT has superior variety where organic and personal hygiene products are concerned. Three of the items are general bulk items. GT coffee and eggs tending to be more expensive due to our Fair Trade and Free Range purchasing constraints.

### Attorney Retainer Agreement:

Allie motions to approve attorney, John Fershee's retainer agreement for services. Gary seconds. Voting resulted in unanimous approval of the following retainer agreement:

**From:** John Fershee [<mailto:jfershee@stedmanfershee.com>]

**Sent:** Tuesday, June 16, 2009 8:27 AM

**To:** 'John Paul Westbrook'

**Subject:** GT Legal Services 2009

Grain Train Board of Directors  
John Paul Westbrook, Pres.  
Grain Train Natural Food Co-operative Inc.

In Re: Retainer Agreement for legal services

Dear Board of Directors,

As we have discussed, it is important to the Grain Train Board of Directors to have a written agreement regarding legal services and a way to predict future legal expenses for budgeting purposes.

For many years I have provided legal services at a discount rate to the Grain Train and I am willing to continue that arrangement. Currently my regular hourly rate is \$225 per hour. I am willing to provide legal services to Grain Train at the rate of \$150 per hour. There will be no charge for copies, postage and other incidental expenses unless extraordinary services are requested, such as express mail expense, travel expense, etc.

Based on our discussions at the meetings that I have attended, I anticipate that for the rest of this calendar year the Grain Train will temporarily need more legal services than normal.

The legal services that I am performing now and will be performing for the rest of the year consist of the following:

- a) Amending the Articles of Incorporation so as to be incorporated under the modern co-op statute.
- b) Amending the Bylaws in several areas
- c) Preparing proposals for the above amendments to be presented at the Annual Membership Meeting and also providing documents soon for information to & discussion with the members about the Proposals.
- d) Preparing a Memorandum to the Board of Directors regarding Director's liability & the current insurance policy.
- e) Attending 2009 Annual Membership Meeting to present Proposals & answer questions to assure full legal compliance of the meeting together with prompt proper passage of the Proposals.
- f) Responding to questions by the Board of Directors & Officers regarding ongoing issues.

I estimate that the above services will involve at least 5 hours of legal services per month. At \$225/hr, the fees would be \$1125/mo. At \$150/hr, the fees would be \$750/mo.

Therefore, I suggest that our agreement be: I will provide the above services during the balance of 2009, along with incidental phone calls & emails as we have done in the past. The Grain Train will pay \$750/mo for 6 months, beginning July 2009.

For the future, I suggest that we renegotiate at the end of the year so we have the experience & the financial records of this year to evaluate how to proceed for next year.

Thank you for your consideration of this proposal. Please contact me with any questions

**Motion to Reincorporate:**

Allie motions to accept John Fershee's recommendation that the Grain Train reincorporate. Maggie seconds. The current statute that the GT is incorporated is antiquated (1934) and more appropriate for much smaller cooperatives. Unanimous approval.

**Accountant Mike Nuorala's Proposal:**

J.P. motions to accept Mike's "Option A Proposal" regarding financial policy changes he suggests be implemented by the General Manager prior to the audit: Trisha seconds the

motion. Unanimous approval. Carrie (GM) is to meet with Mike, and begin to format what for years has been an unwritten common sense, financial policy of "checks and balances". This collection of detailed Internal Controls and Procedures will be resubmitted to Mike and the Finance Committee for later review by the Board.

**Proposed Bylaw Amendments:** Eight directors present, missing Dan Tosch. Discussion tabled until special meeting in one week. July 28, 2009 at the Petoskey Public Library.

**Enter Closed Session: Exits Closed Session:**

**General Manager's salary vote:**

At the recommendation of the GM Review Committee, based upon the committee document that follows, J.P. Westbrook motions to accept Recommendation #1, Gary seconds the motion. Six voting for the motion with Allie opposed and Mike abstaining. Motion Passes

**(Reference Document follows:)**

**GM Evaluation Committee Meeting** June 2, 2009

Participants: Carrie Livingston, Trisha Shattuck, Maggie Daniels, Dan Tosch

**Recommendation #1:**

In regard to the GM evaluation for fiscal year ending September 30, 2008, the GM Evaluation Committee recommends an 8% salary increase effective October 1, 2008. This recommendation is based on a review of GM performance relative to the performance objectives previously identified for fiscal year Oct 07- Sept 08. The proposed 8% wage increase will bring our GM to a base salary inline to what GM's of similar sized US retail food co-ops (In FY 2008 the Grain Train had just under 3 million in sales) make: \$38,000 annually. Reference: *Cooperative Grocer* article titled "[Manager Compensation](#)" - #124, May – June 2006.

The proposed wage increase is also in accordance with the BOD approved FY 2009 budget under the Salary and Wage allocation. Our accountant, Todd Winnell has been notified and agrees the proposed wage increase is in accordance with the FY 2009 budget

**New Business:**

**Governance reading (Maggie)** - Document: PolicyGovernance.com Carver's Policy Governance Model in Nonprofit Organizations Maggie hands out this fifteen page document and encourages the Board to review it.

**Bonuses and Raise Criteria** - Allie requests that Carrie, the General Manager prepare *or* forward the document detailing the methods and criteria for determining Bonuses and Raises to her for Allie's review.

Allie proposes going into Closed Session: 7:44 Board exits Closed Session 7:50

**Committee Updates** - Tabled due to a lack of time.

**Special meeting** to Finalize Proposed Bylaw Changes to occur July 27, 2009.

**Adjournment:** J.P. motions adjournment, Gary seconds. Meeting closed at 7:52 PM.

**Special Board Meeting to Finalize Proposed Bylaw Changes**  
**July 27, 2009** Brother Dan's Food Pantry 6:00 PM

**Present:** J.P., Michael, Allie, Gary, Maggie, Hal, Trisha and Amy at 6:10. Dan on vacation.

**Bylaw Changes Reviewed:** Following many meetings of the Bylaw Committee, review and discussions with John Fershee, Attorney at Law, and comparisons to other cooperative bylaws, documents were melded together showing stricken language (language to be removed), and highlighted proposed language for inclusion. The Board then reviewed the proposed changes line by line and discussed the changes. Where the Board got bogged down in technicalities, it was resolved that the preparation of a **Board Ethics Policy** would be needed to supplement the Board's intentions regarding Board behavior and Board response to the Bylaws of the Grain Train.

The following is the proposed language that the Board voted **unanimously** to support:

**BYLAWS OF GRAIN TRAIN**  
**NATURAL FOOD COOPERATIVE, INC.**  
**2009 Revision**

**ARTICLE I – NAME**

The name of this corporation is Grain Train Natural Food Cooperative, Inc. These bylaws refer to it as the "Co-op".

**ARTICLE II – ORGANIZATION**

The Co-op is organized on a non-stock, membership basis.

**ARTICLE III – MEMBERSHIP**

3.1. **ELIGIBILITY.** Membership is open to all persons who meet the requirements of membership adopted by the Board of Directors, unless the Board has terminated a person's membership. Membership is open without regard to race, ~~color~~, sex, religion, national origin, sexual orientation, or disability. No member may own more than one membership.

3.2 **COST OF MEMBERSHIP.** The Board shall from time to time establish the initial fees for a membership, which constitute the assets that new members must provide to the Co-op as a condition of admission to membership. The Board may also establish additional membership fees and assessments which constitute the assets that existing members must pay as a condition of retaining membership. The Board may also establish non-redeemable initial or condition of admission to or retaining membership. The costs of membership may be paid in full, or in installments under a subscription agreement or otherwise, in such amounts and at such times as the Board approves.

Unless prohibited by law, if a membership terminates other than for failure to timely pay the costs of membership, the Co-op shall redeem the initial cost of the membership, except that the Co-op

may retain a processing fee as determined by the Board. If any person, who with Board approval has elected to pay in installments the initial costs, surcharges or fees of membership, fails to pay an overdue installment within thirty days after the Co-op mails a notice of default to the person's last known address by first-class mail, then the Board of Directors may vote to terminate the membership and add to the Co-op's general funds any amounts previously credited to such person's membership capital, and thereafter that person shall have no further rights, including redemption rights, to such amounts.

**3.3 RIGHTS OF MEMBERSHIP.** Members have the following rights:

- a. To vote for the election or recall of members of the Board of Directors.
- b. To vote on proposed bylaw amendments and amendments to the Articles of Incorporation.
- c. To receive the Co-op's services and benefits as determined by the Board.
- d. To receive notice of membership meetings.
- e. To present proposals to the Board and to advocate their acceptance.
- f. To obtain information about Board actions and the Co-op's summary financial data by appointment with a manager or director if, after the member submits to the Board a written statement detailing the purpose of such request, the Board Determines the purpose to be appropriate.
- g. Each membership shall have no more than one vote.

**3.4 TERMINATION OF MEMBERSHIP.** A member may resign membership by delivering a written resignation to the Co-op's office. The resignation terminates membership upon delivery or at such later date stated in the resignation. The Board may terminate a membership for cause if the member violates an agreement with the Co-op, fails to timely pay the cost of membership or works against the Co-op's interests. **A director who ceases to be a member of the Co-op simultaneously ceases to be a director. [J.Fershee, note: Cut from 5.5 - resignation of director.]**

**3.5 NON-TRANSFERABILITY.** Members may not transfer their membership.

## **ARTICLE IV – MEMBERSHIP MEETINGS**

**4.1 ANNUAL MEETINGS.** The Co-op shall hold an annual meeting of members no later than ninety (90) days following the end of the Co-op's fiscal year at a time and place, within Emmet County, designated by the Board. The agenda shall include at least the following items, in addition to other business properly before the membership:

- Call to order and proof of notice of meeting,
- Report by secretary on members in attendance and presence of quorum,
- Board report,
- Finance report,
- Report of condition required by the Consumer Cooperative Act, [John Fershee – Is this still required??]
- Election of members of Board of Directors, and
- Adjournment.

**4.2 SPECIAL MEETINGS.** The Board may call special membership meetings to handle specific business. If fifty members or 5% of the membership, whichever is greater, petition for a special membership meeting for specific purposes stated in the petition, the Board shall call a special membership meeting for such purposes and designate the meeting time and place, within Emmet

County. A special meeting shall conduct only the business announced in the call to the meeting.

4.3 NOTICE OF MEETINGS. The Co-op shall give members written notice of annual and special membership meetings, either personally or by mailing the notice of meeting to their last known address, at least ten and not more than sixty days before the meeting. The Co-op shall also post such notice at the entrance of the Co-op at least two weeks prior to the meeting. The notice shall state the time, place and purposes of the meeting. The Co-op may also give notice of membership meetings by prominently displaying and including it in a regular Co-op periodical mailed, at U.S. postal service postage rates and addressed to members entitled to vote, at least ten and not more than sixty days before the meeting.

4.4 QUORUM. The presence at a membership meeting of fifty members or 10% of the membership, whichever is smaller, constitutes quorum for the conduct of the meeting; provided that for purposes of determining quorum, any member who shall have cast an authorized mail ballot shall be considered to be present at the membership meeting where such vote will be tallied. Business may be discussed, but no official actions taken, in the absence of quorum. No membership vote is valid unless members cast at least fifty ballots either by delivery to the secretary in person at the meeting or by mail ballot under article 4.5.

4.5 VOTING PROCEDURES. The Co-op shall utilize the following voting procedures at membership meetings:

- a. The Co-op shall use secret ballots to elect or recall members of the Board of Directors or for their recall, to amend the bylaws, and on other matters at the discretion of the officer presiding or at the request of five or more members.
- b. Each member shall have as many votes in the election of directors as there are vacancies to fill.
- c. Proxy votes are not permitted.
- d. If authorized by the Board, members may vote by U.S. mail ballot on any matter submitted to a membership vote, ~~in which case~~ The Co-op shall include mail ballots in the written notice of the meeting, including a regular Co-op periodical, mailed to members under article 4.3. Members who vote by U.S. mail ballot may exercise that ballot by mailing it to the Co-op sufficiently in advance of the membership meeting to enable it to be tallied at the meeting, or by delivering it to the Co-op's offices before or at during the membership meeting.
- e. A majority of valid votes cast shall decide any issue except as the bylaws otherwise specify.
- f. In the election of directors, the candidates given the largest number of valid votes cast are elected.
- g. If the secretary can determine the intention of the voter, the vote is valid, regardless of the method used to mark the ballot. It does not matter if the ballot was marked by an "X", by a check, by a sticker, by a write-in name, or other method. Blanks and indecipherable ballots are not valid.
- h. At each membership meeting, the secretary shall register members and provide them with ballots, unless they shall have already voted by authorized U.S. mail ballot.

**I. Voting is limited to one ballot per membership.**

- j. The opening and counting of ballots shall be done by a committee. The committee shall consist of the secretary, one Grain Train employee (not up for election), and one Grain Train member owner (not up for election, nor on the Board).

## ARTICLE V – BOARD OF DIRECTORS

5.1 SIZE AND ELIGIBILITY. A Board of Directors, consisting of up to nine members elected by the membership or appointed by the Board under article 5.3, shall govern the affairs of the Co-op. No more than two persons who are paid staff members may serve on the Board at any particular time. Only one Board member per household is eligible to serve on the Board.

5.2 POWERS AND DUTIES. The Board is responsible for the Co-op's operations overseeing and establishing policies for the operations of the Co-op, and shall have the power to do all acts on behalf of the Co-op as are necessary and proper for its administration, excepting such powers as the bylaws reserve exclusively to the membership. Without limiting the broad scope of the foregoing, the Board shall be responsible for:

- a. Electing the president, vice-president, secretary, treasurer and such other officers as the Board deems useful.
- b. Hiring or appointing such employees, consultants, representatives and agents it deems necessary and granting them appropriate powers and duties.
- c. Hiring, supervising and discharging one or more the general General Manager(s) and an administrative assistant to the Board. The General Manager(s) to oversee day-to-day business operations. Managers The General Manager(s) shall report to the Board.
- d. Reviewing and terminating memberships for cause.
- e. Promulgating policies governing the administration of the Co-op's affairs.
- f. Establishing standing or ad hoc committees to aid it in formulating policies and procedures, provided that committee-established policies and procedures are not effective until approved by a vote of the Board.
- g. Overseeing the Co-op's finances, such as ensuring that the books are compiled, reviewed, or audited at least every two years; approving bank affiliations, investments and loans; and establishing the cost of membership.
- h. Establishing policies for delivering surplus income, as defined by the Board, to the members.
- i. Filling vacancies on the Board until the next annual membership meeting.
- j. Representing the members' interests to the public, other organizations and governmental bodies.
- k. Ensuring avenues for member/customer input.
- l. Abiding by the Board Code of Ethics.
- m. Enhancing the organizations public image.
- n. Taking positions on controversial issues directly related to the purpose of the Co-op.
- o. Ascertaining the opinions and positions of leaders concerning cooperatives and environmental issues and publishing those opinions and positions for the information of the members of the Co-op.

5.3 ELECTION AND TERMS OF OFFICE. The membership elects directors from the membership for three year terms at annual membership meetings. Board directors must have paid in full memberships at the time of their election. Should a director's membership lapse during the

individual's term of office, the Board will refer to ARTICLE III, section 3.2 - COST OF MEMBERSHIP for review and/or termination. No limit is placed upon the number of terms a director may serve. If there is a Board vacancy, the Board may elect a director to fill it until the next annual membership meeting, at which time the membership shall fill the vacancy for the remainder of the term, if any.

5.4 REMOVAL OF DIRECTORS. Members shall judge the performance of directors and may remove them at their pleasure, with or without cause. The removal shall take place at a membership meeting, provided that notice of the intent to remove is included in the notice of the meeting. In each case, the question shall be put, "Shall \_\_\_(name)\_\_\_ be removed from the Board of Directors?" and a majority of valid votes cast in favor shall remove that director. The meeting shall provide adequate time for the objects of the removal to defend themselves and for full discussion of relevant points of view. **After receiving proper notice, the Board may remove any director who during his/her term one year has been absent, after receiving proper notice from three or more regular or special Board meetings, but excluding emergency meetings.**

5.5 RESIGNATION OF DIRECTORS. A director may resign his/her position by delivering a written resignation to the Co-op's offices. The resignation is effective when the president or the secretary receives it, or at such later date stated in the resignation. Once effective, a resignation may not be withdrawn. A director may be deemed to have willfully resigned after missing three consecutive Board meetings. **A director who willfully resigns from the Board ceases may continue to be a member of the Co-op. simultaneously ceases to be a director.**

5.6 COMPENSATION. Directors shall receive the same compensation for their services as do other working members.

5.7 REGULAR MEETINGS. The Board of Directors shall hold regular meetings at least ~~six~~ **nine** times annually. The Board shall set the time, date and place of its meetings. **Members and others invited by the Board** may attend meetings except for executive sessions dealing with contracts, employees, real estate transactions or lawsuits.

5.8 SPECIAL MEETINGS. The president, vice-president, secretary or treasurer may call a special Board meeting to consider specific issues they deem can not wait for a regular meeting.

5.9 NOTICE. Directors shall receive notice of Board meetings ~~three~~ **seven** days before the meeting, except for emergencies when the Board may meet to address the emergency with immediate notice. If all directors are not notified of an emergency meeting, the Board at its next regular meeting shall review and ratify any decisions made. The Board may conduct emergency meetings or phone polls by telephone, if necessary.

5.10 QUORUM AND APPROVAL. The presence at a Board meeting of a majority of directors then in office constitutes quorum. Quorum is required to conduct business. To approve a proposal, a majority of directors who vote on a proposal must vote in its favor, quorum being present. A vote taken without quorum is not valid and shall not be recorded in the minutes. **Board Members must recuse themselves from this including, but not limited to, any vote where they or a family member or a member of their household have an interest distinct from the membership as a whole.**

## **ARTICLE VI – OFFICERS**

6.1 ELECTION. At its first regularly scheduled meeting after a Board election, the Board shall elect from its number a president, vice-president, secretary and treasurer and any other officers the Board deems useful, using secret ballot for contested elections. Officers serve for one year or until their successors are elected. Officers may be re-elected. Paid staff members may not serve as officers.

6.2 REMOVAL. The Board may remove any officer by a two-thirds vote.

6.3 PRESIDENT. The president shall call Board meetings, secure a chairperson/facilitator for Board meetings and establish meeting agendas. The president shall sign documents for the Co-op at the direction of the Board or the membership.

6.4 VICE-PRESIDENT. The vice-president shall, in the absence or incapacity of the president, serve and act in the president's place, and undertake such other responsibilities as the president assigns.

6.5 SECRETARY. The secretary shall see that minutes of Board meetings are taken, supervise custody of all corporate documents, countersign documents as needed and maintain copies of Board meeting minutes and documents.

6.6 TREASURER. The treasurer shall supervise the preparation and accuracy of the Co-op's financial reports, and shall report at least annually to the membership on the financial status of the Co-op.

6.7 OTHER OFFICERS. Other officers elected by the Board shall have such duties and powers as the Board determines.

## **ARTICLE VII – AMENDMENTS**

7.1 PROPOSAL. The Board, or the membership by the petition of 50 members or 5% of the membership, whichever is greater, may propose amendments to these bylaws or to the articles of incorporation. The proposed amendments must be submitted in writing to the Secretary of the Board of Directors no less than 2 months before the annual General Membership Meeting.

7.2 REFERRAL TO MEMBERSHIP. The Board shall put all proposed amendments to a vote at a membership meeting. The notice of the meeting shall detail any language to be deleted from, or added to, the bylaws or articles.

7.3 APPROVAL. Amendments must be approved by a two-thirds vote of members, provided that a quorum is present.

## **ARTICLE VIII – NON-PARTISANSHIP**

The Co-op will not permit itself to be used for partisan political or religious sectarian purposes, nor will the Co-op endorse candidates, contribute money to any political party or religious group, or take a position on controversial political or religious issues not directly related to the purpose of the Co-op. This clause shall not prevent the Co-op from ascertaining the opinions and positions of

political and religious leaders concerning cooperatives and environmental issues and publishing those opinions and positions for the information of the members of the Co-op.

**ARTICLE IX – DISSOLUTION**

9.1 VOTE REQUIRED. The membership may dissolve the Co-op by a two-thirds vote at a duly called meeting with quorum, provided that no such vote is effective unless twenty percent of the members vote on the question either in person or by authorized mail ballot.

9.2 DISTRIBUTION OF ASSETS. If the Co-op is dissolved, it shall distribute any surplus, after paying debts and expenses and redeeming member capital as allowed by law, to any cooperative, foreign cooperative or nonprofit organization designated by membership resolution.