

Approved September 21, 2010

**Special Board Meeting of the
Grain Train Natural Food Cooperative, Inc.
Called for by the Secretary
September 10, 2010 6:00 PM**

Location: Horizon's Book Store Basement Meeting Room

Board members present: Amy Maus - Vice President, Trisha Shattuck - Secretary,
Renee Allen, Maggie Daniels, Allie Maldonado

Absent board members: John Paul Westbrook - President, Hal Willens - Treasurer,
Gary Hammons, Jaime Jankowski

Consultant present: Matthew Lesky - Attorney

Meeting called to order: 6:06

Quorum determined.

Motion: Allie motions to accept the DRAFT GRAIN TRAIN GENERAL MANAGER CONTRACT prepared for use with Robert Struthers. Amy seconds the motion. Unanimous approval.

Motion: Termination of Membership for Cause

I, Trisha Shattuck pursuant to §§ 3.4 and 5.2(d) of the By-Laws of Grain Train Natural Food Cooperative Inc. hereby move to terminate the membership of Jaime Jankowski.

Pursuant to §3.4 an owner's membership can be terminated for cause when a "member violates an agreement with the Co-op, fails to timely pay the cost of membership or works against the Co-op's interests."

Maggie seconds the motion. Unanimous approval.

Motion: Allie motions to appoint David Heidtke to fulfill the balance of Jaime Jankowski's term as member of the Board. Renee seconds the motion. Unanimous approval. (Jaime was elected 12/11/2009)

Motion: MOTION TO DIRECT THE INTERIM-GENERAL MANAGER TO TERMINATE THE EMPLOYMENT OF ERICA TOSCH AND GARY HAMMONS

I Allie Maldonado, pursuant to § 5.2 of the By-Laws of Grain Train Natural Food Cooperative Inc. hereby move to direct the Interim General Manager to terminate the employment of Erica Tosch and Gary Hammons.

Seconded by Trisha. Discussion: Unanimous approval.

Motion: Allie motions to empower attorney, Matthew Lesky to present the Interim General Manager, Chelsea Jarvis with a written Letter of Reprimand Dated Sept. 10, 2010 from the Board of Directors detailing the Board's concerns. Maggie seconds the motion. Unanimous approval.

Motion: Maggie Daniels motions for the board to empower David Wilson, C.P.A. accountant, to provide unannounced, [partial] internal audits of the Grain Train finances over the next eighteen (18) months, with compensation for the work not to exceed \$5,000. All employees and managers must be fully cooperative with these internal audits. The accountant is to provide reports of findings for the Board and the General Manager to review.
Renee seconds the motion. Discussion: Unanimous approval.

Motion to Adjourn: Amy motions to adjourn the meeting. Allie seconds the motion.
Unanimous approval. 7:27