

# Bylaw Change Recommendation For The 2021 Annual Members Meeting

## 4.6 Quorum

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~~At any Annual Membership Meeting or Special Meeting of the Members, a quorum necessary for the transaction of business shall be the lesser of: (a) three percent (3%) of the active membership, or one hundred sixty (160) Active Members, with the Active Members present in person or by proxy, as provided in Section 4.4. However, the quorum requirement for any meeting of the membership considering the dissolution of the Cooperative shall be at least ten percent (10%) of the active membership, with the Active Members present in person or by proxy, as provided in Section 4.4.~~

In the event that a quorum shall not be present or represented at **the** meeting of the members **to consider dissolution**, the Active Members shall have power to adjourn the meeting, without notice, other than announcement at the meeting, until a quorum shall be present or represented.

**Suggested change:** remove first sentence and begin with requirement for dissolution. Add clause indicating type of meeting in second paragraph with clarification.

## 4.4 Voting

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**Recommended change:** remove all language about proxy because quorum would not be required, and proxy was only applicable for achieving quorum.

Voting shall be accomplished through methods and means established by the Board of Directors. Each Active Member shall be entitled to one vote upon any matter proposed at an Annual Members Meeting or Special Meeting, and no votes by proxy shall be allowed, unless otherwise provided herein. Notice of the vote shall be posted in a conspicuous place at the Cooperative and communicated to Members not less than thirty (30) days prior to the end of the election period. Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by law, all questions shall be decided by a vote of a majority of the Active Members voting

thereon. The methods of voting may be in person or extended balloting, in store, by mail or electronically, unless otherwise provided herein.

~~An Active Member may cast the Active Member's vote by proxy **only** for purposes of establishing a quorum at an Annual Members Meeting or a Special Meeting, or for opening the floor for nominations for members of the Board of Directors. An Active Member must appoint their proxy in writing at or before the Annual Members Meeting or Special Meeting. No proxy shall be voted or acted upon after one hundred eighty (180) days from the date evidenced thereon. Each attending Active Member shall vote no more than one proxy.~~

## 5.1 Powers and Duties of the Board of Directors

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**Recommended change:** increase number of board of directors from seven (7) directors to nine (9) directors.

The Board of Directors shall be composed of **nine (9)** directors, elected from among Active Members of the Cooperative. All directors are elected to represent the good of the Cooperative as a whole, and not the interest of any particular constituency. Therefore, except for matters for which Member voting is required, the Board of Directors shall have the power to govern the Cooperative, including, but not limited to, hiring an individual to serve as General Manager, who is not a member of the Board of Directors, to manage the day-to-day activities of the Cooperative, evaluating the General Manager's performance, and assuring that the mission of the Cooperative is realized. Additionally, the Board of Directors shall adopt such policies, rules, regulations, and actions not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as it may deem advisable. Moreover, more specific duties of the Board of Directors shall be defined in governing policies adopted by the Board of Directors. All directors shall have one (1) vote on each issue or matter raised at all meetings of the Board of Directors, unless a director must recuse him or herself from a vote.