

PROPOSED CHANGES TO PLAINFIELD CO-OP BYLAWS 2022

At the May 15, 2022 special members' meeting, the Board proposed several changes to the bylaws in order to allow greater voter accessibility and participation, including voting in person, online, and/or mailed-in paper ballot. A lively discussion followed and no vote was taken at that time.

The Board is recommending the following revised changes to the bylaws, again with the intent of increasing member accessibility and participation and also making the language gender neutral.

Voting on these proposed amendments will occur at the Annual Meeting on August 28, 2022 (rain date August 29) at the Plainfield Recreation Field.

Here are the assumptions/conclusions used to draft the changes:

1. It is essential to expand member accessibility and participation in voting as we work to support the continued success of our co-operative in an evolving environment.
2. Virtually every food co-op in the Northeast¹, as well as other types of co-ops such as VSECU and Washington Electric Co-op, either allow member voting for certain decisions by mail and/or electronic voting or are moving in that direction as a way to enable more efficient decision-making and to facilitate greater member participation.
3. Consensus decision-making is prized by some longtime members but excludes participation by members who cannot or do not attend in-

¹ Belfast (Maine) Community Co-op, Brattleboro Food Co-op, Buffalo Mountain Food Co-op, Caledonia Food Co-op, City Market / Onion River Co-op, Hunger Mountain Co-op, Middlebury Natural Foods Co-op, Morrisville Food Co-op, Putney Food Co-op, Springfield Food Co-op, and Upper Valley Food Co-op, among others.

person meetings, and can be even more impractical as our co-op continues to grow. We need more of these members involved in the Co-op, and updating our decision-making processes is crucial to helping us do that.

4. As more members are online and as technology becomes simpler and more affordable, we need to adapt and allow for multiple channels for input and participation.

5. These updates to the bylaws also require that the Board provide ample educational materials and opportunities for discussion prior to and during the voting period.

Please take a few moments to review the proposed changes below and if you have questions email us at board@plainfieldcoop.com.

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Proposed Amendment to the Bylaws #1:

As established by the Board, voting may be accomplished in person, by mail (or drop off), and/or electronically.

Current:

Section 3.06. Voting. Each member shall be entitled to only one vote. A member's vote at a members' meeting must be in person. Voting by proxy and cumulative voting is not permitted. The membership will try to achieve consensus on all issues, except the election of Board members, at annual or special members' meetings. If eighty percent of the general members present determine that consensus on a particular issue is not possible, that issue may then be decided by a vote of two-thirds of the general members present.

Section 3.07. General Powers. The general members shall also have the sole power to dissolve this cooperative and establish a plan of distribution of its assets; to merge with another food cooperative; to sell substantially all of the assets of this cooperative; and to sell and/or acquire real property.

Proposed:

Section 3.06. Voting. Each member shall be entitled to only one vote. ~~A member's vote at a members' meeting must be in person. Voting by proxy and cumulative voting is not permitted. The membership will try to achieve consensus on all issues, except the election of Board members, at annual or special members' meetings. If eighty percent of the general members present determine that consensus on a particular issue is not possible, that issue may then be decided by a vote of two-thirds of the general members present.~~ **Voting on any decision shall be accomplished through methods and means established by the Board, including in person, by mail (or drop off), and/or by electronic means. Notice of the vote shall be posted in a conspicuous place at the Co-op and communicated to members electronically not less than fourteen (14) days prior to the voting period. Before and/or during the voting period the Board shall provide information and opportunity for discussion among the members about the issues under consideration. Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or as required by law, decisions requiring a vote of the Members shall be determined by a majority of members actively participating in voting, except for those decisions enumerated in Section 3.07, for which a vote of 2/3 (two-thirds) of members actively participating in voting shall be required for approval.**

Section 3.07. General Powers. The general members shall also have the sole power to dissolve this cooperative and establish a plan of distribution of its assets; to merge with another food cooperative; to sell substantially all of the assets of this cooperative; and to sell and/or acquire real property.

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Proposed Amendment to the Bylaws #2:

Increase advance notice of meetings.

Current:

Section 3.03. Notice. Notice of all annual and special members' meetings shall be given by mailing (either via postal mail or email) the notice of the meeting to each member personally at the member's last known post office or email address at least ten days before the meeting. Written notices shall be deemed delivered when:

- (a) Deposited in the mail, with first class postage, with name and address as it appears in the records of this cooperative; or
- (b) Sent via email to the email address as it appears in the records of this cooperative.

Proposed:

Section 3.03. Notice. Notice of all annual and special members' meetings shall be given by mailing (either via postal mail or email) the notice of the meeting to each member personally at

the member's last known post office or email address at least ~~ten~~ **fourteen (14)** days before the meeting. Written notices shall be deemed delivered when:

- (a) Deposited in the mail, with first class postage, with name and address as it appears in the records of this cooperative; or
- (b) Sent via email to the email address as it appears in the records of this cooperative.

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Proposed Amendment to the Bylaws #3:

Require that information about the full text of proposed amendments to the Bylaws be made available to members before the meeting and that such information be included in the meeting notice:

Current:

Section 3.03. Notice. Notice of all annual and special members' meetings shall be given by mailing (either via postal mail or email) the notice of the meeting to each member personally at the member's last known post office or email address at least ten days before the meeting.

Written notices shall be deemed delivered when:

- (a) Deposited in the mail, with first class postage, with name and address as it appears in the records of this cooperative; or
- (b) Sent via email to the email address as it appears in the records of this cooperative.

Proposed:

Section 3.03. Notice. Notice of all annual and special members' meetings shall be given by mailing (either via postal mail or email) the notice of the meeting to each member personally at the member's last known post office or email address at least ~~ten~~ **fourteen (14)** days before the meeting. Written notices shall be deemed delivered when:

- (a) Deposited in the mail, with first class postage, with name and address as it appears in the records of this cooperative; or
- (b) Sent via email to the email address as it appears in the records of this cooperative.

The notice shall include the full text or a summary of any proposed amendments to the Bylaws. If a summary is provided, copies of the full text shall be available at the Co-op, and the notice shall contain a web link to the full text of the proposed changes.

Current:

Section 9.01. Bylaws. These Bylaws may be amended by vote of the general membership following the procedures outlined in section 3.06 herein.

Proposed:

Section 9.01. Bylaws. These Bylaws may be amended by vote of the general membership following the procedures outlined in **Sections 3.03 and 3.06** herein.

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Proposed Amendment to the Bylaws #4:

Remove gender-specific language.

Current:

Section 2.04. Membership Responsibilities. To maintain member status in good standing, members shall:

- (a) Keep current on required equity share purchases.
- (b) Keep this cooperative informed of any changes in name or current address.

Members who wish to receive notifications by email shall keep the cooperative informed of any changes of email address.

A member who becomes delinquent in meeting his or her equity share purchase obligation shall no longer be a member in good standing. His or her participation rights shall then be suspended. A member whose participation rights have been suspended shall be reinstated upon payment of all past due equity share payments.

Proposed:

Section 2.04. Membership Responsibilities. To maintain member status in good standing, members shall:

- (a) Keep current on required equity share purchases.
- (b) Keep this cooperative informed of any changes in name or current address.

Members who wish to receive notifications by email shall keep the cooperative informed of any changes of email address.

A member who becomes delinquent in meeting ~~his or her~~ **the** equity share purchase obligation shall no longer be a member in good standing. ~~His or her~~ **The member's** participation rights shall then be suspended. A member whose participation rights have been suspended shall be reinstated upon payment of all past due equity share payments.

Current:

Section 3.04. Waiver. The right of any member to object to failure of notice is waived if he or she either fails to provide his or her current address to this cooperative; or if he or she attends the meeting in question without specifically objecting that the meeting was unlawfully convened.

Proposed:

Section 3.04. Waiver. The right of any member to object to failure of notice is waived if ~~he or she~~ **the member** either fails to provide ~~his or her~~ **a** current address to this cooperative; or if ~~he or she~~ **the member** attends the meeting in question without specifically objecting that the meeting was unlawfully convened.