

Oxford Hills Food & Nutrition Exchange, Inc. By-Laws

Submitted by the Board of Directors and Approved by Fare Share Co-op Membership on 27 April 2003.

I. Name, Legal Standing, and Fiscal Year

The Oxford Hills Food and Nutrition Exchange, Inc., (“the Co-op”) is organized as a not-for-profit corporation under the laws of the State of Maine and does business as the Fare Share Co-op, the Fare Share Market, the Fare Share Commons, and other titles distinguished by the phrase, “Fare Share.” The fiscal year of the Co-op runs from January 1 to December 31.

II. Purposes

1. To create a high-quality, low-priced, not-for-profit food supply, democratically controlled by the membership;
2. To educate members of the community on matters of nutrition, agriculture, and alternative technology;
3. To develop an information-sharing and communication center; to help develop other non-profit goods and services;
4. To help further principles of cooperation, democracy, and self-reliance for the general betterment of members and the community;
5. To organize and operate a financially viable business to accomplish the goals of the organization.

III. Definitions

1. **Bonding**—“Bonding” of an individual is the purchase by the Co-op of insurance against the risk of financial improprieties by that person.
2. **Consensus**—“Consensus” is defined as the willingness of all parties present and voting to consent to, or adopt as their own, a policy or action concluded by the group. For a consensus to exist in the conduct of official Co-op business, the decision must be stated by the secretary of the meeting in the form to be recorded in the minutes, assented to by all present and voting, and declared as a consensus by the chair. If the members do not consent to the form presented by the secretary, it must be reframed until all the members do consent.
3. **Member in Good Standing**—A member is “in good standing” whenever that member is current with all dues, fees, work requirements, and other assessments currently in force.
4. **Vote & Voting**—For purposes of this document, the term, “voting” as in “voting member” and “members present and voting” refers to any form of participation in group decision-making, whether by exercising an ordinary vote or by participating in the development of a consensus. A “vote” is the authority to participate in group decision-making or the exercise of that franchise. In Membership meetings, each member, whether an individual or a household, has a single vote.
5. **Manager & Management-Level Staff**—Refers to a staff person who has executive responsibility and is accountable directly to the Board of Directors.
6. **Oversight**—The Board carries out its responsibilities for “oversight” of a Manager when it gathers information on the conduct of Co-op business by the Manager, uses that information to assess the Manager’s performance, and based on that assessment,
 - a. Advises the President on supervision of the Manager
 - b. Participates in the Manager’s evaluation
 - c. Participates in routine consultations with the Manager at Board meetings.
7. **Post**—To display information prominently in an area of the Co-op’s principal place of business that is frequented by Members and on the Co-op website.

8. **Supervision & Supervises**—The President “supervises” a Manager when he or she:
 - a. Conveys on behalf of the Board the results of the Board's exercise of its oversight function;
 - b. Consults with the Manager, as the representative of the Board, on issues of concern either to the Manager or to the Board;
 - c. Advises the Manager on matters of Co-op policy between Board meetings.

IV. Membership

Members of the Co-op are individuals and households who accept a share in the responsibility of achieving the Co-op’s purposes and who exercise the ultimate authority to determine Co-op policy.

1. **Membership Requirements**—Membership requirements, including membership fees, annual dues, member orientations, work requirements, and other provisions, are determined and revised from time to time by the Board of Directors.
2. **Member Benefits**—All Members in Good Standing have the right to attend meetings of the membership and to vote in the election of directors. Other member benefits, including discounts on merchandise, patronage dividends, periodic newsletters, and other provisions, are determined and revised from time to time by the Board of Directors.
3. **Reserved Powers**—The Membership reserves to itself the power to:
 - a. Establish and amend the By-laws of the Co-op;
 - b. Elect Directors;
 - c. Overrule the Board of Directors in setting Co-op policy, either by consensus or by a 3/4 majority of those present and voting at a duly convened meeting of the Membership; and
 - d. Determine the distribution of the assets of the Co-op upon dissolution.
4. **Meetings**—The Chair will, at least twice a year, summon Members in Good Standing to meet for the purpose of:
 - a. Receiving the report of the Directors on current operations,
 - b. Advising the Directors on issues affecting the Members,
 - c. Exercising their reserved powers.

The annual meeting will be held in the Fall, and will include the election of officers for the coming year. A second meeting will be held the following Spring. A Special Meeting may be called by the Board of Directors at their discretion. A Special Meeting must be called by the chair on receipt of a petition signed by ten percent of Members in Good Standing as of the date of submission. The agenda of each Membership meeting will be posted at least ten days in advance.

5. **Quorum**—Ten percent of all Members in Good Standing constitute a quorum to conduct business.

V. Board of Directors

The Board of Directors acts as the agent of the Membership in establishing Co-op policies and overseeing Co-op operations. It has authority to act for the Membership in all things not reserved by the Membership to itself.

1. **Directors**—The Board comprises nine (9) Directors, elected by the Membership at large. Individual Directors have no authority or responsibility other than that conferred by the By-laws or delegated explicitly by the Board acting as a whole. Board members serve without fixed recompense, but may be reimbursed for out of pocket expenses incurred on behalf of the Co-op.
2. **Qualifications**—To be eligible for election or appointment as a Director, a person, or that person,s household, must have been a Member in Good Standing for the six months prior to the election. A Director must be at least 18 years old at his or her first Board meeting. The Board may set guidelines for the conduct of Directors.
3. **Terms**—Each director serves a term of three years. Terms are staggered, one third of the board (three (3) directors) being elected each year. Each term begins on the January 1 following its

election. If a seat becomes empty, the remaining Directors shall appoint a qualified person to fill the seat for the balance of its term. No Director shall serve more than 2 consecutive terms.

4. **Meetings**—The Chair will call Board meetings as often as necessary for the transaction of business, but at least quarterly. The chair must also call a meeting within ten days of receiving a written request signed by three directors, such meeting to be so scheduled that a quorum of the Board can attend. Five Directors constitute a quorum to conduct business. Meetings are open to members and to the public, except where the Board moves into Executive Session to consider confidential personnel matters. Notice of each meeting will be posted one week in advance.
5. **Enumeration of Responsibilities**—The duties of the Board include:
 - a. Establishing all Co-op policies, including personnel, finance, and administrative policies;
 - b. Creating and implementing a strategic plan to guide the Co-op in achieving its goals;
 - c. Formulating a financial growth plan and conducting fund-raising activities to increase the financial capacity of the Co-op to achieve its objectives;
 - d. Hiring, firing, oversight, and evaluation of management-level staff;
 - e. Establishing all salaries, wages, fees, charges, discounts, incentives, and work requirements;
 - f. Bonding of officers, staff, and others as needed;
 - g. Posting new policies for one month after enactment and maintaining a current record of all Co-op policies in a place accessible to Members during normal Co-op business hours;
 - h. Conducting elections and, by appointments, ensuring that, between Annual Meetings, the Board remains at full strength;
 - i. Preparing agendas for Membership Meetings;
 - j. Submitting an annual report to the Members on finances and operations;
 - k. Taking all such other steps as may be necessary, in its judgment, to carry out the purposes of the Co-op.
6. **Authority**—The Board has the authority necessary to enable it to carry out its responsibilities.
7. **Committees**—The Board shall establish such committees as it deems necessary and shall delegate to them appropriate portions of its responsibility. The President shall appoint committee chairs, who shall name committee members according to criteria set by the Board, set agendas, and provide for keeping and distributing of records of committee actions. The Board shall define for each committee, in writing, its responsibilities and authority. The Board shall review the committee structure at least annually, to ensure its continuing aptitude to meet the evolving needs of the Co-op.

Committees shall establish their own schedules and procedures. Committee meetings shall be open to Fare Share members, except that committees with responsibility for personnel-related issues may go into executive session when discussing confidential matters.

VI. Officers

At the first Board meeting of each term, the Directors shall elect four officers for the coming year: a President, a Vice President, a Secretary, and a Treasurer.

1. **President**—The President is the chief executive officer of the Co-op and has the following responsibilities (which may be delegated as appropriate):
 - a. Calls meetings of the Membership and of the Board, prepares their agendas, and leads their deliberations;
 - b. Ensures that legal actions of the Membership and of the Board are carried out;
 - c. Acts as the Board's agent in supervising management level staff;
 - d. Approves expense reimbursements for Directors and Alternates;
 - e. Executes contracts and supervises their implementation;
 - f. Speaks for the Co-op to the media and the public;
 - g. Assumes all such other executive responsibility and authority as may be necessary to ensure the responsible management of the Co-op.

2. ***Vice President***—The Vice President acts as chief executive officer of the Co-op in the President's absence or incapacity. The Vice President becomes president in the event of the President's resignation or death.
3. ***Treasurer***—The Treasurer is the Chief Financial Officer of the Co-op and has the following duties (which may be delegated as appropriate):
 - a. Implement the Financial Policies of the Co-op;
 - b. Pay the Co-op's bills and collect the Co-op's debts;
 - c. Keep the Co-op's books;
 - d. Chair the Finance Committee;
 - e. Report on the financial affairs of the Co-op to the Membership and to the Board at each meeting;
 - f. Ensure an annual audit of the Co-op's books; and
 - g. Advise the Membership and the Board on appropriate steps to be taken to ensure the financial health of the Co-op.
4. ***Secretary***—The Secretary is the Clerk of the Co-op and has the following duties (which may be delegated as appropriate):
 - a. Keep and distribute minutes of meetings of the Membership and of the Board;
 - b. Maintain records of the Co-ops activities as required by law or directed by the Board;
 - c. Ensure proper notice is provided to the Members of meeting times and agendas and of proposals requiring Member action;
 - d. Maintain records of membership in the Co-op, so as to ensure the proper allocation of member benefits and responsibilities and so as to determine the quorum necessary to conduct business at meetings of the Membership; and
 - e. Carry on such correspondence for the Co-op as does not fall to the responsibility of the President or the Treasurer.
5. ***Executive Council***—The Executive Council consists of the four officers and has the following duties:
 - a. Manage performance evaluations of Managers;
 - b. Act for the Board when a quorum cannot be assembled in time to conduct urgent business.

Three members of the Council must be simultaneously present to conduct business. Members may be present via electronic media. Each action of the Executive Council shall be reviewed at the next meeting of the full Board and ratified or modified as appropriate.

VII. **Rules of Order** - Decisions of the Membership will be arrived at by consensus. On an item of urgent business, as defined by the Board, a shift to simple majority rule may be made by a 2/3 majority vote of those present & voting, upon a motion & 2nd from the floor.

VIII. **Elections** - Wherever a position is contested, election of Directors and officers will be by secret ballot. Prior to the election of Directors, the Membership will appoint a Clerk, from among those members not standing for election, to conduct the election and certify the results.

IX. **Dissolution** - In the event of dissolution of the Co-op, all the assets shall be donated to one or more other non-profit organizations.

X. **Amendments** - These by-laws may be amended by action of the membership at any meeting, provided that the exact wording of any proposed amendment be posted with the meeting notice. An amendment may be proposed by any Member in good standing.



Statement on Co-operative identity, values & principles

Definition

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

Values

Co-operatives are based on the values of **self-help, self-responsibility, democracy, equality, equity and solidarity**. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Principles

The co-operative principles are guidelines by which co-operatives put their values into practice.

1. Voluntary and Open Membership

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2. Democratic Member Control

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner.

3. Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

4. Autonomy and Independence

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5. Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

6. Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7. Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.