

Gardiner Food Co-op
Suggested Bylaws Changes
Draft - 4/16/18

Proposed Change

Section 2.1 - **Eligibility and admission.** Member-ownership in the Co-op shall be voluntary and open to any individual eighteen years of age or older or organization operated on a cooperative or nonprofit basis whose purpose is to make purchases from the Co-op for the use or consumption of the applicant and to accept the responsibilities of member-ownership. Applicants will be admitted to member-ownership upon submitting required information and complying with the share purchase requirement. On or before admission to member-ownership each member-owner shall be ~~provided~~ **directed to** a copy of these bylaws **on the website of the Co-op. Should a member-owner indicate they do not have reliable internet access, a copy of these bylaws will be provided in person or mailed to the member-owner.** If within six months after the date of application any doubts arise concerning eligibility, including doubts as to the apparent intent of the applicant, the application for member-ownership shall be subject to approval by the Board.

Proposed Change

Section 4.9 - **Termination.** The term of office of a director may be terminated prior to its expiration in any of the following ways: (i) voluntarily by a director upon notice to the Secretary; (ii) automatically upon failure to meet qualifications being recognized by the Board after fair notice to the accused director and an opportunity to respond in person or in writing; and (iii) with or without cause by action of member-owners. ~~A director shall be presumed to have resigned if she or he is absent from two consecutive Board meetings or three meetings in any one year period~~ Any director shall be presumed to have resigned from the board if she or he **has three consecutive unexcused absences, or** has repeatedly failed to meaningfully participate in Board meetings, or has flagrantly violated confidences or brought the Co-op into disrepute. **Notification to the Board Chair prior to the Board meeting shall constitute an excused absence.**

Proposed Change

Section 5.1 - **Convening.** As far as may be practicable meetings of the Board shall be held no less frequently than ~~once six times~~ in each ~~month~~ **fiscal year**. Meetings not called by the Board may be called by the Chair and shall be called by the Secretary upon request of any three directors.