

# New Owner's Guide



Revised March 2024

**Viroqua**  
food **coop**

*Your community owned grocery store.*

**609 N Main St, Viroqua, WI  
608-637-7511**

**[www.viroquafood.coop](http://www.viroquafood.coop)**



# Welcome to the co-op!

Welcome to the Viroqua Food Co+op! As a co-op owner, you keep food dollars in our community, support local producers, and help create a vibrant local economy. You have joined nearly 5000 owners who are invested in and have a stake in our Cooperative business.

This manual teaches everything from the co-op's history, structure, how to submit an address change and the Articles and Bylaws that make up our business practices. There's also a section on how to use our store and how owners can save money when they shop.

One of the benefits of being part of the co-op is that we are accountable to you, the owners. We want to know how we are doing and how we can better serve you. We conduct an owner survey through a third party every two to three years, and we appreciate and welcome direct feedback. One way to offer your insight is to use the comment/suggestion box at the customer service desk. Another way is to submit a comment through the 'contact us' button on the homepage of our website.

When life changes happen, update us with a current address and email (learn how on page 6). Each year, we mail an invite to the Annual Owner's Meeting plus, the Annual Report with an income & balance statement to all co-op owners with a current address on file. We use owner emails to facilitate online voting for co-op elections.

You can keep up with current news, farmer and producer stories, and education about our products with our monthly newsletter, the Heart Beet, available at [www.viroquafood.coop/vfc-publications](http://www.viroquafood.coop/vfc-publications) and in the store. For menus, weekly sales, and the most up-to-date co-op information, check our website at [viroquafood.coop](http://viroquafood.coop). And check your email, as an owner, you will receive a weekly sales email and periodic owner-only emails with updates about the board's work or important things happening in the store. You can also find and follow us on Facebook and Instagram.

If you have any questions about how the co-op works or your ownership, please email or call me.

See you in the store,

**Jennifer McCoy**  
Marketing & Outreach Manager  
[jennifer.mccoy@viroquafood.coop](mailto:jennifer.mccoy@viroquafood.coop)  
608.637.7511 x30



## Our Mission

The Viroqua Food Cooperative combines a commitment to natural foods, superior customer service and the building of a Cooperative business. We emphasize organic and local foods and products to promote the long-term health of individuals and the environment.

As owner-members and as a center for community, we offer the opportunity to create together a work of enduring value.

## Our Ends Statement

approved unanimously by the board of directors on 2-19-24

Because of Viroqua Food Co+op:

E.1 Our shoppers have access to fresh, local, and nutritious food choices and socially and environmentally responsible products and services.

E.2 Our employees have lasting career opportunities and meaningful work at fair wages.

E.3 Our community is nurtured by a thriving cooperative business.

# Co-op Governance

Viroqua Food Co+op has a seven-member board of directors elected from and by the co-op ownership. Each member serves a 3-year term. To create continuity, terms are staggered so that either 2, 2, or 3 members get newly-elected each year.

There are three primary responsibilities of the board of directors:

- **To ensure sound management of the co-op's resources.**
- **To act as trustees on behalf of co-op owners.**
- **To set long-range goals and to plan for the future.**

The board uses the Policy Governance model of organizing its efforts. This governance structure requires the board to create policies that define the roles and responsibilities of the General Manager, and the purpose, mission and strategies of the organization.

The board of directors meet ten times each year. Board meetings are generally held the 3rd Monday each month at 6:30pm in the Co-op Community Room. Changes are posted on the bulletin board at the co-op and on the board of directors page of our website.

While you can always attend a meeting, please contact the board of directors 10 days in advance to be added to the agenda to make a presentation or ask questions at the meeting.

## Connect with the Board

**email:**  
[vfcbod@viroquafood.coop](mailto:vfcbod@viroquafood.coop)

**online:**  
[viroquafood.coop/  
board-of-directors](http://viroquafood.coop/board-of-directors)



Elizabeth Tigan, President  
term ending 2024



Andrew Anderson, Vice President  
term ending 2025



Olive Reynolds, Secretary/Treasurer  
term ending 2025



Peter Bergquist  
term ending 2024



Bjorn Bergman  
term ending 2025



Shana Meshbesh  
term ending 2026



Dustin Skelley  
term ending 2026



# What is a Co-op?

Viroqua Food Co+op is a consumer owned Cooperative, owned by the people who shop our store. We follow the Seven International Cooperative Principles, as well as, state and federal guidelines for Cooperatives.

## 1 Voluntary and Open Membership

Cooperatives are voluntary organizations, 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

Cooperatives are democratic organizations 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.

## 3 Members' Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. The economic benefits of a cooperative operation are returned to the members, reinvested in the co-op, or used to provide member services.

## 4 Autonomy and Independence

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

## 5 Education, Training & Information

Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their cooperatives. They inform the general public about the nature and benefits of cooperation.

## 6 Cooperation among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

## 7 Concern for Community

While focusing on member needs, cooperatives work for the sustainable development of their communities through policies approved by their members.

A co-op is any group of people who pool their resources to get what they need. Although most of us are familiar with natural foods, electric or farm cooperatives, a co-op can be any kind of business or service.

What makes a co-op unique is that it is owned by the membership. Regardless of how much equity an owner contributes, each owner has one vote. Although a co-op needs to remain profitable to remain in business, the business primarily exists to serve the owners and the community.

The value of being a co-op owner is in the use of services. Shopping here makes the business profitable, supports local farmers, builds our local economy and employs your neighbors.

# Governance Structure of a Cooperative

While the Seven International Cooperative Principles give guidance to the way we do business, the governance structure also differs from other business models.

To give you an idea of how the co-op is set up, and the part you play in how it works, take a look at the chart: below.



# Our History

The Viroqua Food Co+op began as a natural foods buying club organized by a small group of individuals who worked together to provide their families with healthy foods.

The co-op first opened its doors as a retail shop in a



former egg store behind the Nelson's Agri Center at 303 Center Ave. on September 2, 1995. The co-op cobbled together funds from a few people in the community, and others built shelving and solicited equipment donations, to open the tiny 700 square foot store. It was charming and homemade; cramped and unsophisticated. The opening didn't portend the runaway success that the co-op would become.

Yet early cooperators of the Viroqua Food Co+op were on to something big. They'd established a new food co-op during an era when there was zero support for it, and had done so by relying on each other to make it happen.

The store was crowded and chaotic at times. The first four years of operations Viroqua Food Co+op grew at 40% per year – an unheard of level of growth for virtually any business. Despite the “throwback” conditions of the business, it was thriving.

In 2002, the Long Range Planning Committee released results of a survey that said 78% of respondents wanted a bigger store. The Co-op investigated several sites and ended up negotiating with the City of Viroqua for the Whey Plant site on Main Street. Like the initial startup days, people rallied to the co-op to support this new phase in its development.

In 2005, Viroqua Food Co+op celebrated both its 10-year anniversary and the grand opening of its new store at 609 North Main Street, with 4,400 square foot of retail space, more than four and a half times larger! It was a gorgeous



facility, vibrant with color and fresh food. It was not only a grocery store, but a community gathering place. There was finally a place to sit and meet your neighbors.

More than 100 new owners joined the first three days the store opened. In the span of one year the co-op doubled its sales and ownership and employees increased from 15 to over 50. The following years brought steady growth, and it wasn't long before the building began to feel too small.

In 2012, the co-op embarked on an extensive planning and evaluation process to address the needs for growth. The board of directors used the same process to engage owners as they did in 2002 – starting with a Community Conversation followed by several years of study, a market study, an owner survey, and many in-person events to gather owner input.

Construction began the summer of 2017, and 2018 was a year of intense change for the co-op. When the dust settled, the Viroqua Food Co+op had doubled its retail square feet.

The Grand Reopening occurred in November 2018. The co-op now has a significantly larger deli; a bakery with made-from-scratch baked goods and a greater selection of wheat-free goods; a meat department with a greater selection of meat and seafood. And a larger produce area that has a direct link to supporting our local farmers and food producers. The addition of indoor and outdoor seating areas encourage community gatherings.

Through every phase of our Cooperative's growth, we enhance our co-op's reach and mission to create access to local and sustainable foods, and a flourishing local and Cooperative economy.





## Owner Benefits

Co-op owners enjoy the following benefits:

- **save an extra 10% on Co+op Deals**—when you use your number when you shop
- **\$10 off select Driftless Folk School classes** (use the code VFC when you sign up)
- **patronage refunds when declared by the board**
- **an invitation to our annual owners meeting**
- **run for the board of directors**
- **nominate and vote for Give Where You Live recipients**
- **vote in co-op elections**

## VFC Ownership

### Becoming an owner

Make an equity investment of \$75 per household adult.

**Who can use your number.** Your owner number can be used by you and any children in your household. Do not share your number with anyone else. If you have two household adults, both must purchase equity.

### Owner participation

- Shop at the co-op
- attend the Annual Owner's Meeting
- vote in co-op elections
- offer feedback by responding to owner surveys and filling out comment cards or the comment form on our website
- stay informed: read the newsletter, attend events, visit our website, sign up for our email
- keep your contact information current
- contact local, state, and federal representatives on issues related to the co-op's mission
- encourage others to shop or become owners of the co-op
- If you have issues or concerns regarding co-op policies, contact (or run for) your board of directors

### Keep your contact info current

To ensure that you get the most of your owner benefits: contact us at [viroquafood.coop/owner-updates](mailto:viroquafood.coop/owner-updates) or fill out an address change slip at the customer service desk when you move or have a change in your address or email.



**Owner Privacy** We take your personal information seriously. We will never share your name or contact information with anyone.

### Owner Equity Refunds

In the event that you no longer wish to be an owner of Viroqua Food Co+op, please fill out the **Owner Equity Change Form**; forms are available in the store and on our website. Please allow 2 weeks for processing.

**Owner Account Division** Our bylaws require households with two adults to purchase a two-adult ownership. If you are no longer a two-adult household, the ownership may be split into 2 one-adult household accounts, provided the owner shares are paid in full. Fill out the **Owner Equity Change Form** and be sure it is signed by both adult owners.

**Deceased Owners** In case of an owner death: The legal heir fills out a **Deceased Owner Equity Change Form** and submits it to the Outreach Manager with a copy of the death certificate. Equity is refunded or donated according to the wishes of the legal heir. With a two-adult ownership, the surviving owner can request a partial equity refund and change their status to a one-adult household.

Mail forms to:

**Viroqua Food Cooperative**  
**Attn: Owner Services**  
**609 N Main St, Viroqua, WI 54665**

*When a co-op owner dies, a family member may request a candle be lit in the store for two days in honor of their loved ones, along with a note indicating times/dates of services. Contact the Manager on Duty to make this request.*

## Ways to Save

**Shop like you own the place!**

Everyone can shop and save at the co-op, owners save more. At the co-op we strive to provide food at fair prices for everyone. Getting to know our sales programs can help you find the best value everytime you shop. Then, get the most of your owner savings by using your owner number when you check out.

**Coupons** are accepted for any items we carry, if the coupon is current and has redemption information on it.



**Co+op Basiçs** is a selection of staple organic and natural foods and household goods at everyday low prices. Look for the “co+op basiçs” purple signs throughout the store.



**Co+op Deals** are available to all shoppers and change every two to three weeks. The Co+op Deals sales flyer is available in the store and online at: [viroquafood.coop/sales](http://viroquafood.coop/sales)



**Fresh Deals** highlight weekly sales on products in the store's perimeter – the fresh stuff! Fresh Deals run Wednesday through Tuesday. Sales flyers are available in the vestibule as you enter the store, and on our website:

[viroquafood.coop/sales](http://viroquafood.coop/sales)



**Flash Sales** occur when we get product at a great price and pass the savings on to you. Be sure to keep an eye out for these bright red and yellow signs. The deep discount is only good for one to three days and while supplies last!



**Owner Extras** VFC owners receive an additional 10% off Co+op Deals sales items. Discount applies at the register when you use your owner number at checkout.

### Shop our Bulk Department

Buying in bulk allows you to cut down on unnecessary packaging and buy only the quantity you need. You can dispense bulk products into provided bags and containers in the bulk section or bring your own.

- Weigh your container before you fill it (this is called the tare weight). Write it down, and make sure to tell the cashier the container weight so don't get charged extra!
- Fill your container. Do not allow the serving utensil (scoop, spout or spoon) to touch your container.
- Write the PLU number on a tag or on the container so the clerk rings up your purchase correctly.

**Bulk Water** is filtered in a reverse osmosis filtration system and cheaper than buying pre-bottled.

**Wellness Wednesday** On the third Wednesday of each month all shoppers enjoy 10% off all regularly priced wellness and body care items.





# Concern For Community

This is how the VFC puts Cooperative Principle #7 into action!

At the Viroqua Food Co+op we strive to be an active partner in our community. VFC contributes to our community by sponsoring educational events and donating to local organizations.

### Give Where You Live

VFC owners vote annually for their favorite nonprofit organizations. The top-ranked NPO's are chosen for our Give Where You Live Program. All shoppers can round up their purchase total to the nearest dollar each time they check out. These small amounts accumulate quickly and are donated to the nonprofit scheduled for that month.

### The VFC Cooperative Community Fund Grant

The VFC-CCF was established in 2016 with the specific goal of providing an annual grant to local nonprofit organizations that have a mission consistent with the Viroqua Food

Co+op. Priority is given to grant requests for educational projects, development projects, and local events that match VFC's mission and focus on but are not necessarily limited to: food and food systems, nutrition, health and well-being, cooking education, sustainable agriculture, cooperative education, and social change.

[www.viroquafood.coop/ccf](http://www.viroquafood.coop/ccf)

### Other Donations

Outside of the owner-selected donations, we make small donations to local organizations and events involved in promoting health, improving the environment, focusing on food and nutrition issues, and addressing local community concerns. We offer gift cards in the range of \$10-\$25 for use at fundraisers, meetings or other one-time events. We do not provide food or deli trays.

We do not donate to fundraisers for individuals or families, but we are happy



to post information about these on our bulletin board. Our donation program does not subsidize partisan or religious organizations. Recipient organizations are eligible a maximum of twice per year.

### How to Request a Donation

Request forms are available online at: [viroquafood.coop/community-outreach](http://viroquafood.coop/community-outreach)

Please fill out the donation request form at least two weeks in advance and return it to a cashier or email it to: [jennifer.mccoy@viroquafood.coop](mailto:jennifer.mccoy@viroquafood.coop)

View the elected Give Where You Live nonprofit recipient schedule at: [viroquafood.coop/community-outreach](http://viroquafood.coop/community-outreach)

# Viroqua Food Co+op Management Team



**Jan Rasikas**  
General Manager



**Alycann Taylor**  
Human Resources



**Jonah Curley**  
Operations



**Sally Colacino**  
Purchasing



**Angela Chown**  
Finance



**Deborah Ecklund**  
Customer Service



**Allison Sandbeck**  
Prepared Foods



**Iris Stevenson**  
Meat & Seafood



**Kat Lemmer**  
Grocery



**Linda Gallardo**  
Produce



**David Boyer**  
IT



**Jennifer McCoy**  
Marketing & Outreach

# Food Labeling Guides

Get to know the labels and terms.



**Local** – we define local as items grown or produced within a 100 mile radius of Viroqua. Also look for “local” and the farmer’s name on applicable produce signs.



**Organic** – Products using the “USDA Organic” label have been third party certified to standards set by the USDA.



**Inclusive Trade** – Businesses must be at least 51% owned and operated by an individual or group that is owned by people who identify as women, Black, Indigenous, People of Color (BIPOC), LGBTQIA+, persons with disabilities, and veterans to help identify and increase representation of diverse producers.



**Non-GMO (Genetically Modified Organisms)** – Companies who do not use GMO ingredients may obtain third party verification from the **Non-GMO Project**. GMO's are not permitted in certified organic food.



**Fair Trade** – a method of exchanging goods on the global market that assures the producer receives a fair price. An independent third party certifies Fair Trade goods. Some Fair Trade Certified items at VFC include coffee, tea, chocolate, and skin care products.



**Gluten-Free** – Look for this tag next to product prices of certified gluten-free items.

Labels to look for in the Deli, Bakery and on the Soup/Salad/Hot Bar:



**V = Vegan**



**Vg = Vegetarian**



**DF = Dairy-free**



**WF = Wheat-free**

VFC is NOT a gluten-free or allergen-free facility. Gluten-free items made in our bakery could contain small traces of wheat or gluten. As a result, we label them wheat-free.

# Product Guidelines

Voting with your dollars is economic democracy!

The Viroqua Food Co+op's goal is to remain Vernon County's premier retail provider of organic and natural foods. We offer members and shoppers a choice of products and information that promote personal, economic, and environmental health and sustainability. We act as a buying agent for our members, not a selling agent for manufacturers!

Our co-op serves a diverse community, and we know that great food means different things to different people. We select our mix of products to ensure that we are meeting the needs of as many current shoppers as possible while considering ways to invite even more people to experience the co-op. We're not food fundamentalists. We want to help people make their own choices about which products are good for their health, their community and their wallets. We keep the following guidelines in mind to balance these diverse needs within our mission.

First and foremost, our food will be fresh and delicious. Beyond that, we prefer to stock foods with these qualities (in no particular order):

- certified organic
- locally sourced: within a 100-mile radius
- fairly traded, and other socially responsible sourcing
- free of artificial colors, flavors, sweeteners and preservatives
- produced without genetic engineering (non-GMO)
- fairly priced
- environmentally sustainable
- produced or distributed by cooperatively-owned vendors
- suitable for people with allergies, special diets and health concerns
- desired by our members and shoppers

As a cooperative, we believe in the power of economic democracy. Rather than imposing boycotts or banning certain foods, we encourage all shoppers to vote with their dollars for the foods and products they enjoy buying from our store.





# Articles of Incorporation

**Viroqua Food Cooperative** (updated October 21, 2021)

Executed by the undersigned for the purpose of forming a Wisconsin Cooperative under Chapter 185 of the Wisconsin Statutes.

## ARTICLE I

The name of the cooperative shall be Viroqua Food Cooperative.

## ARTICLE II

The period of existence of the cooperative shall be perpetual.

## ARTICLE III

The address of the cooperative is: 609 N Main St, Viroqua, Wisconsin 54665.

## ARTICLE IV

The purpose of the cooperative shall be to engage in any activity with the purposes for which cooperatives may be organized according to the laws of the state of Wisconsin, Chapter 185.

## ARTICLE V

The cooperative is organized with capital stock in the following classes:

Class A: 14,000 shares- \$25.00 par value per share

Class B: 7,000 shares- \$25.00 par value per share

Class C: 127,000 shares-\$25.00 par value per share

The preferences, limitations, designation, and relative rights of each class of stock are as follows:

**Class A:** Class A stock is preferred stock without voting rights, except as provided in Wisconsin Statute Sections 185.52, 185.61, and 185.63. The rate of dividend upon said class of stock shall not exceed 8% of its par value for any year. Dividends of this class shall be cumulative. At the discretion of the Board of Directors, all dividends or distributions of the cooperative or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

The cooperative reserves the prior right to acquire any Class A stock offered for sale by any shareholder or the right to recall the Class A stock of any shareholder. The consideration paid for sale by any Class A stock shall be its par value and accrued unpaid dividends, provided that if the book value of such stock is less than par value, the consideration shall be such book value.

Class A stock shall only be traded on the books of the cooperative. The cooperative shall have a lien on all of its issued Class A preferred stock for all indebtedness of the holders thereof of the cooperative.

Class A Stockholders may request the cooperative's Board of Directors to redeem their stock at any time. Any redemption request requires approval of the cooperative's Board of Directors.

Upon dissolution, the holders of Class A preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon before any distribution is made.

**Class B:** Class B stock shall be the membership stock of the cooperative. Class B stock shall be issued only to a person eligible to become a member of the cooperative as prescribed by the Articles and the cooperative's Bylaws. Each member shall hold only one share of Class B stock and each eligible holder shall be entitled to one vote in any meeting of the stockholders. No dividends shall be paid on Class B stock. The Bylaws of this cooperative may specify that a holder of Class B stock may cease to be an eligible member by violation of conditions of membership as specified by the Bylaws. Class B stock is refundable stock.

**Class C:** Class C stock is preferred stock without voting rights, except as provided in Wisconsin Statute Sections 185.52, 185.61, and 185.63. The rate of dividend upon said class of stock shall not exceed 8% of its par value for any year. Dividends of this class shall be cumulative. At the discretion of the Board of Directors, all dividends or distributions of the cooperative or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

The Board of Directors has the authority to issue Class C stock in multiple series. The Board shall establish the numbers of shares offered, rate of dividend, redemption terms, and any such additional terms and conditions as the Board deems appropriate at the time of issuance for each series of Class C stock.

The cooperative reserves the prior right to acquire any Class C stock offered for sale by any shareholder or the right to recall the Class C stock of any shareholder. The consideration paid for sale by any Class C stock shall be its par value and accrued unpaid dividends, provided that if the book value of such stock is less than par value, the consideration shall be such book value.

Class C stock shall only be traded on the books of the cooperative. The cooperative shall have a lien on all of its issued Class C preferred stock for all indebtedness of the holders thereof of the cooperative.

Upon dissolution, the holders of Class C preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon before any distribution is made.

Class C Stockholders may request the cooperative's Board of Directors to redeem their stock at any time, subject to the terms and conditions of each series of stock. Any redemption request requires approval of the cooperative's Board of Directors.

Upon dissolution, the holders of Class C preferred stock shall be entitled to receive the par value of their stock, or its book value, whichever is lower, plus any dividend declared thereon

before any payment is made to holders of Class A preferred stock.

## ARTICLE VI

The basis of distribution of assets upon dissolution, voluntary or involuntary, shall be provided by law, except as may be set forth in these Articles or the Bylaws of this cooperative in any

# Bylaws

**Viroqua Food Cooperative**

## SECTION I: NAME

1.1 The name of the cooperative shall be Viroqua Food Cooperative.

## SECTION II: PURPOSE

2.1 The purpose of the cooperative shall be to provide high quality food at reasonable price. Preference shall be given to food that is grown organically by local producers. The cooperative shall also seek to offer products which are made and intended to be sold in environmentally sound ways.

2.2 The cooperative shall strive to educate the public, both by example and by community outreach, about the benefits and potentials of cooperatives, and of sound nutrition and agricultural practices. The Co-op shall also work to encourage other similar ventures in its neighborhood and beyond.

2.3 The cooperative shall engage in any activity within the purpose for which cooperatives may be organized.

## SECTION III: MEMBERSHIP

3.1 Anyone may become an owner of the Co-op by listing one's name, address and phone number on an ownership form and by purchasing required equity stock. Required stock purchases are based on the number of adults in a household, and are as follows: Each adult in any household must purchase 2 shares of Class A preferred stock at \$25.00 per share, and 1 Class B ownership stock at \$25.00 per share. The method(s) by which payment may be made will be determined by the Board of Directors of the cooperative. Each adult owner in good standing, by virtue of their purchase of 1 share of Class B ownership stock, shall be entitled to 1 vote in the case of any ownership vote.

3.2 Class A and B ownership shares, Class C preferred shares, and retained patronage refunds are non-transferable, except as approved by the Board of Directors.

3.3 Ownership may be revoked by decision of the Board of Directors, with the right of appeal to the ownership.

## SECTION IV: OFFICERS AND BOARD OF DIRECTORS

4.1 Any member may be elected a director.

4.2 There shall be seven directors. Directors shall serve three-year terms, elected in a rotation of two, two and three directors per year respectively. Directors shall not be limited in the number of terms they may serve.

4.3 The Board of Directors shall meet monthly, a minimum

provision not prohibited by law.

## ARTICLE VII

The business affairs of the cooperative shall be agreed by the Board of Directors. The number of Directors, the length of their terms, and manner of their election shall be set for in the Bylaws consistent with state statutes.

of ten times per year. These meetings shall be held at a regular, established time and an agenda will be made available at least two days prior to the meeting. Any member may attend a meeting of the Board of Directors. Any member wishing to address the Board of Directors shall arrange time on the agenda. The Board may include a closed session in the agenda for any given meeting. Any person, other than Board members, may be asked to leave at the time of the closed session. Any binding decision made during a closed session must be made public, with the exception of possible personnel issues.

4.4 Four or more Board members must be present to constitute a quorum. Only Board members present are eligible to vote on matters before the Board, unless a Board member unable to attend has cast his or her vote, in writing, in advance.

4.5 Any Director may resign at any time by written notice to any officer. The resignation shall take effect at the time the notice is received or at such time as is specified in the notice of resignation. The acceptance of the resignation shall not be necessary to make it effective. Upon resignation or incapacitation of any Director, the remainder of the Directors may, at the next Board of Directors meeting, elect an owner to fill in the position until the next Annual Owners Meeting and Board of Director election.

4.6 The President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors and by the Board of Directors.

4.7 Committees shall be initiated by the Board of Directors or by the General Membership as deemed necessary.

4.8 Directors shall be compensated by a \$150 per month VFC gift card. The Vice President shall receive a \$175 per month VFC gift card. The President shall receive a \$200 per month VFC gift card.

4.9 Owners may choose to receive notice from, communicate with, and vote in the elections of the Cooperative electronically. It is the owner's responsibility to provide the Cooperative with a current electronic address.

## SECTION V: DUTIES OF OFFICERS AND BOARD OF DIRECTORS

5.1 The Board of Directors shall make policy decisions, oversee long range planning, review the budget, work on committees; evaluate, hire and fire the General Manager, and carry out the mandates of the membership.

5.2 The duties of the President include:

a. To preside at all meetings of the members and of the Board of Directors. The President has voting privileges.

b. To sign pertinent legal documents.

5.3 The duties of the Vice President include:

a. To discharge the duties of the President in the event of the absence or disability of the President.

5.4 The duties of the Secretary include:

a. To keep a true and accurate record of the proceedings of all meetings of the members and of the Board.

b. To systematically and safely keep such books, papers and records pertaining to the business of the Cooperative as they may be assigned to him or her by the Board of Directors.

c. To discharge the duties of the President or Vice President in the event of their absence or disability.

5.5 The duties of the Treasurer include:

a. To ensure safekeeping of such books, papers, receipts, disbursements, etc. in the Cooperative's books and records.

b. To disburse the funds of the Cooperative as may be ordered by the Board of Directors.

c. To render, as may be required, true accounts of all financial transactions of the Cooperative and accurate statements of the Cooperative.

## **SECTION VI: GENERAL MEMBERSHIP MEETINGS**

6.1 There shall be an Annual Owners Meeting in the fall of each year with thirty (30) days advance notice.

6.2 Special Meetings may be held if a majority of the Board calls for it. Such meetings must be announced to the ownership at least ten (10) days in advance, along with the reason for the meeting. Notice of such meetings must be posted in the Cooperative and announced in a direct mailing to owners.

6.3 There shall be one vote per owner.

6.4 A quorum is defined as 10% of first 100 owners, plus 5% of additional owners.

## **SECTION VII: AMENDMENTS TO THE ARTICLES AND BYLAWS**

7.1 Bylaws may be adopted, amended or repealed by a vote of a quorum at any Annual Owners Meeting or by an in-store ballot or mail-in vote. Proposed amendments must be published in a newsletter and posted in the Cooperative at least 30 days in advance of a meeting or for the minimum 30-day duration of an in-store ballot, mail-in vote, or electronic vote. Such notice must include the exact language of the proposed change and a brief justification for the proposed change.

## **SECTION VIII: EMPLOYEES AND STORE MANAGERS**

8.1 The Board of Directors shall accept as its operating criteria that it will make every conscious effort to be an affirmative action, equal opportunity employer, sensitive to

biases based on race, age, class, religious/non-religious beliefs, physical difference and sexual orientation.

## **SECTION IX: FINANCES**

9.1 The Board of Directors shall monitor and plan for the Cooperative's financial operation, present this information at the Annual Owners Meetings and make recommendations regarding any action to be taken.

9.2 The budget for the coming fiscal year will be constructed by management and presented to the Board of Directors for review.

9.3 The fiscal year of the Cooperative shall be from July 1 to June 30.

9.4 Distribution of net proceeds from the Cooperative shall be made in accordance with all applicable State and Federal laws to owners and be decided upon by the Board of Directors. The Board of Directors shall have the power to have an audit made at any time it may see fit by a competent and disinterested auditor or accountant. Net proceeds shall be distributed and paid to owners in accordance with the ratio, which their patronage bears to total patronage. All or any part of net proceeds would be applied to prior year losses.

9.5 The Co-op shall allocate and distribute to owners its adjusted net savings from businesses done with them in the manner set forth in this Bylaw. Owners shall retain the right to waive in whole or in part, by action at a meeting of owners, any patronage refunds to which they may be entitled.

9.6 The adjusted net profit for each fiscal year shall be allocated to each owner in the proportion in which his or her patronage bears to the total of all owner patronage during the year. Patronage shall be understood to mean goods and services purchased from the Co-op and shall be measured in terms of dollar amount. Any allocations of such a nominal amount as not to justify the expenses of distribution may, as determined by the Board of Directors, be excluded from distribution provided that they are not then or later distributed to other owners.

9.7 In the event the Co-op should incur a net loss in any fiscal year, such loss may be charged against retained savings or other unallocated owners' equity. If the net loss exceeds such amounts, or in any event if the Board so determines, the amount of such loss may either be carried forward to offset adjusted net profit of subsequent fiscal years. Any such allocated net loss shall be charged first against retained patronage refunds of prior fiscal years and then against patronage refund allocations of subsequent years. Allocated net losses shall not otherwise be assessed to or collected from owners.

9.8 If a member-owner voluntarily or involuntarily terminates membership in the cooperative, and fails to inform the cooperative of his or her mailing address, then the equity and patronage dividend amount allocated to that member-owner will be retained by the cooperative or donated to a non-profit to the extent authorized by state law.