

*Okanogan River Cooperative Association
DBA Tonasket Natural Foods Co-Op*

P. O. Box 591 — 21 W 4th Street
Tonasket, WA 98855

**Tonasket Natural Foods Co-Op
Bylaws**

These Bylaws and Amendments have been Revised and Approved on the following dates:

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|-----------------|----------------|-------------------|--------------------|
| March 24, 2006, | May 4, 2007, | May 18, 2008, | September 25, 2009 |
| May 16, 2010 | April 29, 2012 | November 10, 2013 | May 7, 2023 |

The purpose of the "Co-Op" is to provide an outlet for the foodstuffs and items the members deem necessary.

Article One: Membership

Section 1: After September 1, 1997, any person may become a new member of the Association who:

- A. Agrees an initial fee of \$10 per adult member (over 18 years) and \$10 a year after that for a total of \$50 to become a lifetime member. *(Amended May 18, 2008)*
- B. Agrees to accept responsibility of membership as outlined in the Bylaws.
- C. Agrees to pay an additional fee or fees that may set from time to time by the Board of Trustees upon approval of the Membership'
- D. Senior Citizens (age 65 and older) shall be charged half-price for Co-op membership. *(Revised September 25, 2009)*

Section 2: Each member is entitled to one (1) vote. Proxy votes may be authorize by the Board of Trustees.

Section 3: Final authority and responsibility of the actions of the Association rest with the Membership.

Section 4: Members are encouraged to participate in the functions of the Association and are entitled to receive compensation for their work:

- A. By shopping the store and using the store's facilities,
- B. By working for projects of the Association, including working at the store,
- C. By working in the store assuming responsibility for the daily store operation, and/or
- D. By assuming management duties, responsibilities and decision-making concerning the store operation.

Article Two: Membership Meetings

Section 1: General membership meetings will be called once a year.

Section 2: Special membership meetings may be called at any time by the Board of Trustees or the Membership. At least ten (10) days prior to the meeting, all members shall be notified by posting announcements on the Association premises.

Section 3: A quorum shall be nine (9) Members present at a properly announced Membership meeting.

Section 4: Decisions shall be made by two-thirds (2/3) vote at a Membership meeting.

Section 5: The Board of Trustees shall preside over all Membership meetings.

Article Three: Board of Trustees

Section 1: The Association shall have at least a five (5) but no more than a nine (9) member Board of Trustees, elected by the Membership. Each Trustee must be a Member of the Association. Store management is excluded from the Trustee position. *(Revised May 16, 2010)*

Section 2: The term of office for elected Trustees shall be three (3) years, except that during the transition period, when it shall be as follows: terms shall be either two (2) or three (3) years for trustees elected in 2007. Terms shall be three (3) years for all trustees elected thereafter. *(Amended May 4, 2007)*

In the event that the Membership is not able to elect seven (7) board members to a three-year terms former board member who has completed his or her elected term may be appointed by the Board as an interim member and/or elected by the membership for a one-year term, except that a minimum of five (5) must be elected for three-year terms and four (4) members may be elected for one-year terms. *(Amended April 29, 2012)*

Section 3: The board shall meet at least nine (9) times per year. *(Revised and amended April 14, 2002.)* Extra or special meetings may be called at the discretion of the Board and may be called by any two members of the Board. It may be called by petition of five (5) active Co-op members, provided that such petition specifies the business to be considered at the meeting. *(Amended May 16, 2008,)*

- A. Actions Without Meeting:** The Board may act without meeting if all board members consent. The action shall be recorded in writing at that the time it is made and included in the minutes of the next regular Board meeting. Any action taken under this procedure shall be fully effective. *(Amended May 18, 2008.)*
- B. Membership Attendance and Closed Meetings:** Co-op members are allowed to attend Board meetings and may speak briefly during the "open forum" time on the agenda. The Board may close meetings at its discretion to discuss personal matters, legal matters, or other items which require private discussion. *(Amended May 18, 2008.)*

Section 4: For purposes of board action, unless otherwise specified or required by law, a quorum shall be a simple majority of Board members. *(Amended November 10, 2013.)*

Section 5: A Board member may be removed from the Board:

- A. By a two-thirds (2/3) vote at a Membership meeting, or
- B. By default, after missing three (3) consecutive Board meetings.

Section 6: An interim member may be appointed by the Board to fill a vacancy on the Board shall serve as a Board member until the next regularly scheduled Membership meeting, when he or she will be nominated for the unexpired term of his or her predecessor in office. *(Amended May 6, 2010)*

Section 7: Decisions shall be made by a simple majority vote at a meeting unless decided otherwise by the Board members present.

Section 8: The Board shall elect each year from its members:

- A. A Chairperson to be responsible for the orderly facilitation the Board and Membership meetings; to oversee implementation of all Board decisions; to serve as the Board's representative; to act as co-signer with the Secretary of all legal documents.
- B. A Treasurer to provide documentation of the financial condition of the Association at Board and Membership meetings; to oversee fundraising programs for the Association.
- C. A Secretary to be responsible to see that adequate minutes are taken at all Board and Membership meetings, and file and organize those minutes; to act as a co-signer with the Chairperson of all legal documents.

Section 9: The Board of Trustees' duties are as follows:

- A. The Board is empowered to hire and dismiss Management and to determine their compensation.
- B. The Board shall work with Management and Membership to determine policy and direction for the Association.

Section 10: In order to attract and retain qualified people to serve as directors and officers, the Co-op shall, subject to the provisions of its Articles of Incorporation, indemnify its directors and officers to the fullest extent permitted under the Washington Nonprofit Corporation Act. Indemnification payments shall be made on a priority basis but only in such increments and at such times as will not jeopardize the ability of the Co-op to pay its other obligations as they become due. All such payments shall be reported in writing to the Members with or before the notice of the next meeting of the Members. *(Section 10 adopted March 24, 2006)*

Article Four: Amendments

Section 1: Bylaws may be amended by a two-thirds (2/3) vote at any Membership meeting, provided that the Board shall have made reasonable effort to notify the membership of the proposed amendment at least thirty (30) days prior to the meeting.

Article Five: Dissolution

Section 1: In the event of dissolution, obligations of the Okanogan River Cooperative Association shall be discharged in the following order:

- A. Debts,
- B. Membership loan refunds, where applicable.

Section 2: The Membership may distribute any surpluses to other organization meeting the criteria of non-profit statute