
UPDATING ARTICLE IV: MEMBERSHIP MEETINGS

MOTION: TO AMEND ARTICLE IV, SECTIONS 1 & 2 AS FOLLOWS

EXISTING BYLAW

Article IV

Section 1: There shall be an annual meeting of the general membership no later than six months following the end of the fiscal year. Date, time, and place for the meeting will be posted in the store at least 30 days prior to the date of the meeting. Written notice of the place, date, time, and purpose of the meeting shall be given to the shareholders at least seven days before the meeting by leaving such notice at the residence or usual place of business of each shareholder, or by mailing it, postage prepaid... A quorum shall be no less than five percent of the membership. All decisions shall be made by majority vote, each shareholder having one vote.

Section 2: A special general meeting may be called by the Board of Directors or by petition of no less than ten percent of the members of the Co-op. A quorum shall be no less than five percent of the membership... If the special general meeting is called for the purpose of changing the Articles of Organization, such meeting shall conduct voting by in-person balloting only (including paper proxy ballots), and the proposed changes to the Articles of Organization will be enacted only upon approval by 3/4 of the members in attendance (including proxies), in accordance with MGL 157, Section 15.

Voting NO means the current Bylaw Article IV, Section 1 will remain.

PROPOSED BYLAW

Article IV

Section 1: There shall be an annual meeting of the general membership no later than six months following the end of the fiscal year. Date, time, and place for the meeting will be posted in the store at least 30 days prior to the date of the meeting. Written notice of the place, date, time, and purpose of the meeting shall be given to the shareholders at least seven days before the meeting by leaving such notice at the residence or usual place of business of each shareholder, or by mailing it, postage prepaid... A quorum shall be **the lesser of 100 members or 5% of the membership, where quorum is defined as members in attendance and legally valid proxies**. All decisions shall be made by majority vote.

Section 2: A special general meeting may be called by the Board of Directors or by petition of no less than ten percent of the members of the Co-op. A quorum shall be **the lesser of 100 members or 5% of the membership**... If the special general meeting is called for the purpose of changing the Articles of Organization, such meeting shall conduct voting by in-person balloting only (including paper proxy ballots), and the proposed changes to the Articles of Organization will be enacted only upon approval by 3/4 of the members in attendance (including proxies), in accordance with MGL 157, Section 15.

Voting YES means the amended Bylaw will be accepted as proposed.

WHY IS THE BOARD REQUESTING THIS CHANGE?

In the past, there has been confusion about what constitutes quorum. Considerable research has been done on this subject and the Board requests this change to capture that knowledge for future reference. Additionally, the Board recommends striking the final clause “each shareholder having one vote”, because the same language establishing one member/one vote appears earlier in Article II, Section 3, and its appearance here is redundant. Finally, the Board is requesting an alteration of the number of members required for quorum. This change does not alter how votes are counted; it simply requires a minimum of 100 members to proceed with a meeting.