



TERRE FOODS

cooperative market

Board of Directors

President:

Chris Weber

Vice President:

Lorrie Heber

Treasurer:

Jennifer Hale

Recording Secretary:

Aaron Warner

At Large:

Rob Bunch

TJ Hellmann

Kyle Volkers

Terre Foods Leadership Meetings

Tuesday, December 1, 2015

ICS Garden House

219 N 11th St, Terre Haute, IN 47807

5:30-7:30pm

Please plan on attending as this will be an informative meeting addressing plans for the remainder of this Board term up to the annual meeting planned for late January. In addition, the board will vote to amend the bylaws of the corporation. We will also have a short presentation from Jacqueline Hannah, Food Co-op Initiative, and Deb Trocha, Indiana Cooperative Development Center, to start the evening.

Meeting Agenda:

- 5:30-5:35
 - Open/Introductions
- 5:35-5:40
 - Jacqueline Hannah/Deb Trocha presentation
- 5:40—6:30
 - **Steering Committee**
 - Working group reports
 - Plans
 - Requests
- 6:30-7:30
 - **Board Meeting**
 - President's Report
 - Treasurer's Report
 - Committee Reports
 - Proposed amendments
 - Board Vote
 - Nominations
 - Elections
 - Annual Meeting

In order to better serve the members of Terre Foods Cooperative Market, the Terre Foods Board of Directors is proposing to amend the bylaws of the organization. At our last executive session, the proposed amendments were reviewed and approved for submission to the Terre Foods membership. The purpose of these amendments is to change the number of directors, elected term, and number of directors elected each year. Attached are the proposed amendments that the directors will be voting on at the next open meeting on Tuesday, Dec. 1, 2015.

TERRE FOODS COOPERATIVE MARKET

P.O. Box 9254 | Terre Haute, IN 47808

Website: Terrefoods.coop | Email: info@terrefoods.coop

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Proposed Amendments to Terre Foods by-laws:

Section 5.2: Changing Directors from seven to nine.

Author: Chris Weber on behalf of the Terre Foods Board of Directors

Section 5.2 Number of Directors and Vacancies. The Board shall consist of ~~seven~~ nine directors elected by the members. All directors shall be members and shall not have any overriding conflict of interest. Each membership entitles holder to one director seat, regardless of size of member-owner household. Any director who wishes to resign his or her office may do so, giving the Board thirty days prior notice whenever possible. If a director, without good cause, misses more than two consecutive Board meetings, the Board may remove such director from office. Vacancies may be filled until the next annual meeting through a vote of the majority of the remaining directors. If no action to fill an existing vacancy is taken by the Board for more than two consecutive Board meetings, then a Special Meeting may be called to fill such a vacancy.

Original

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Commented [WC1]: Proposed amendment changing seven sitting board members to nine

Section 5.6: Changing Directors terms from two to three years. Changing elections from four seats in even and three in odd to three in each year. Solution to problem of changing terms/maintaining current Directors terms.

Author: Chris Weber on behalf of the Terre Foods Board of Directors

Section 5.6 Election of Directors. Election of directors shall be yearly. ~~Four~~ **Three** directors shall be elected ~~in even numbered years and three directors shall be elected in odd numbered years~~ **each year**. All additional vacancies will also be open for election. Should there be more seats available than stipulated for the ~~odd/even~~ **election year**, those receiving the most votes shall receive ~~two~~ **three** year terms while the additional seats shall be for one year. In the event of ties, the out-going Board must resolve term ambiguities prior to its term dissolution. Voting shall be by ballot. Each member shall receive a postage paid or electronic ballot with a candidate slate, directions on number of candidates to vote for, and the time period for returning ballots.

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Commented [WC2]: Proposed amendment changing elections from 4/3 to 3/3/3 format.

Commented [WC3]: For this election, the three Directors elected in 2014 shall serve out their term, which will end in 2016. Three Directors will be elected to serve through 2018, ideally one current sitting and two new. Three Directors shall serve a special one year term ending in 2016, per the by-laws. The 2016 elections shall elect the three 2019 terms, while additionally adding a special one year term for three Directors. The 2017 elections will correct for three Directors elected for three year terms with terms ending in 2018, 2019, and 2020, respectively.

Authority to amend BYLAWS OF TERRE FOODS COOPERATIVE MARKET, INC.

Section 13.2 Amendment by the Board. The Board of Directors shall have the power to make and alter any by-law or by-laws, including the fixing and altering of the number of Directors. The text of the proposed amendments shall have been sent to all directors with the call for the meeting at least ten days in advance of such meeting. All amendments made by the Board shall be submitted to the members by mail as described in section 4.12 but not later than with the notice of the next scheduled meeting of members. If the amendments are not approved, the Board shall be required to reinstate the portion of the by-laws affected by such disapproval to the form in which it was prior to such action by the Board, without prejudice to the ability of the Board to make other amendments on the same subject or to the same portion of the by-laws at a later time.

Section 13.3 Amendment by Members. These bylaws may be amended or repealed at a meeting of members, provided that the proposed amendments are stated in the notice of the meeting at which the amendments are to be adopted.