



633 Second Street | 715.341.1555  
Stevens Point, WI 54481

To the members of the Stevens Point Area Cooperative:

I have proposed the following bylaw changes in an effort to increase the stability and institutional knowledge of the Board of Directors (BOD) while maintaining strong member involvement and democratic control. These bylaw changes will be discussed and voted on at our February 28th BOD meeting at 5:15pm on the 2nd floor of the co-op. If approved by the BOD, the bylaw changes will immediately go into effect but will require ratification by our members at the General Membership Meeting on May 13th.

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Chairperson  
Stevens Point Area Cooperative  
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May 1987  
January 1993  
April 2008  
February 2017

## BYLAWS OF THE STEVENS POINT AREA COOP

### ARTICLE I – NAME AND LOCATION

The name of this corporation shall be the Stevens Point Area Co-operative (hereafter referred to as SPAC). The offices and business of this corporation shall be at 633 Second St., Stevens Point, WI 54481.

### ARTICLE II – PURPOSE

The purpose of this corporation shall be to engage in any lawful cooperative activity which promotes better nutrition and a sound economic lifestyle, primarily through the use of a storefront which provides nutritional education, food, and other goods for people, not for profit.

### ARTICLE III – MEMBERSHIP

SECTION 1 – MEMBERSHIP REQUIREMENTS: Membership is open to all persons regardless of race, sex, age, sexual preference, marital status or national origin.

SECTION 2 – VOTING MEMBERS: Voting privileges shall be granted to those persons who have paid the annual membership fee or have complied with other conditions in lieu of the annual fee at the discretion of the Board of Directors (hereafter referred to as the BOD). Voting members shall have one vote each and shall be expected to both participate in SPAC affairs and to vote in the annual elections and/or referenda.

SECTION 3 – NON-VOTING MEMBERS: Honorary memberships, which do not include voting privileges, shall be offered to senior citizens, handicapped persons, and others as the BOD may determine.

SECTION 4 – TRANSFER OF PAID MEMBERSHIP: Conversion or transfer of paid membership shall be allowed at the discretion of the management.

### ARTICLE IV – GOVERNMENT

SECTION 1 – GENERAL MEMBERSHIP MEETING (Hereafter referred to as GMM): GMMs shall be held in the Spring and Fall, with the BOD determining the exact day, time, and place.

SECTION 2 – SPECIAL MEETINGS: Special meeting of the corporation may be called by the Chairperson, the BOD, or upon written request of twenty (20) percent of the voting members for varied purposes, including but not limited to impeachment and/or overriding BOD decisions deemed not to be in the best interests of the corporation.

SECTION 3 – NOTICE OF MEETINGS: Notice of any corporation meeting shall be placed in the appropriate local publication or SPAC Newsletter and posted at SPAC building at least seven (7) days prior to, nor more than thirty (30) days before the date of such meeting.

SECTION 4 – QUORUM: A quorum for any meeting of the corporation for decision-making purposes shall consist of 3% of the voting membership or at least 30 voting members. Members represented by signed vote (absentee ballot) may be counted in computing a quorum only on those questions as to which the signed vote is taken.

SECTION 5 – VOTING METHODS: A simple majority of voting members shall carry proposals. Voting shall be by ballot or by a show of hands, as the need dictates.

ARTICLE V – GENERAL MEMBERSHIP MEETING

SECTION 1 – PURPOSE: The purpose of the GMM shall include, but not be limited to, the following: to give the general members a forum with which to express their opinions and views, to provide an opportunity for the BOD to seek feedback from the general members, to ratify bylaw changes and policy-making decisions of the BOD, to provide update of the SPAC’s current status, to provide an opportunity for the general membership to approve BOD nominations and to familiarize themselves with the qualification of each candidate before elections.

SECTION 2 – QUORUM: Quorum for the GMM shall be the same as outlined in article IV, section 4. If a quorum requirement cannot be met, then a special GMM shall be held within thirty (30) days.

SECTION 3 – VOTING: Voting shall be conducted as outlined in article IV, section 5.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – ELECTIONS:

- a. Time: Elections of persons to the BOD shall take place at the GMM
- b. Nominations: Written nominations shall be closed one (1) week before the date of the GMM. Nominations will be accepted from the floor at the GMM for write-in candidates
- c. Absentee ballots: Absentee ballots shall be available five (5) days before the GMM.
- d. Representation: The membership shall strive to elect to the BOD persons from a cross-section of the community.
- e. Eligibility: Any person seeking election to the BOD must attend one (1) BOD meeting prior to the election.

SECTION 2 – TERMS:

- a. Length: Terms shall be for **three (3) years, two (2) years, such that immediately after the spring GMM each year, three (3) BOD members have three (3) years remaining in their term, three (3) BOD members have two (2) years remaining, and three (3) BOD members have one (1) year remaining.**
- b. Number: BOD members shall have no limitation on the number of consecutive terms they may serve.

SECTION 3 – VACANCIES: Midterm vacancies shall be filled by appointment by a majority of the BOD within sixty (60) days of receipt of the resignation letter. Such appointed members shall serve until the next GMM election.

SECTION 4 – RIGHTS AND DUTIES OF THE BOD:

- a. Management of the corporate affairs: The general management of the corporation shall be vested in the BOD who shall be legally and financially responsible for the affairs of the corporation
- b. Number of directors: The BOD shall be comprised of not more than **thirteen (13) nine (9)** members and not less than **eight (8) five (5)** members. **Four (4) of the thirteen (13) One (1) of the nine (9)** positions on the BOD **are** reserved for management personnel.
- c. Voting: Each member of the BOD shall have the right to discuss and vote on matters that come before the BOD. Each individual BOD member shall have one (1) vote. Absentee votes or votes by proxy shall not be permitted.
- d. Attendance: BOD members failing to attend three (3) consecutive meetings without just cause (as determined by the BOD) or one-half of the meetings in one (1) twelve (12) month period, shall forfeit their membership on the BOD.

## SECTION 5 – MEETINGS:

- a) Frequency: BOD meetings shall be held at least once every sixty (60) days and at least ten (10) times per year. Meetings shall be open to the public.
- b) Quorum: Business may not be conducted unless a quorum of at least **eight (8) ~~five (5)~~** members are present.
- c) Resolutions: A simple majority of the BOD members shall pass a resolution in times when consensus cannot be reached.
- d) Agendas:
  1. Posting: Proposed agendas including any bylaw or corporate article changes must be posted at SPAC's building at least seven (7) days prior to the meeting at which the items will be considered. The only exception would involve actions of the Executive Committee.
  2. Proposed agenda items: Proposed agenda items must include title, short description, estimated amount of time required, and the manner of the submitter, and shall be submitted at least three (3) days prior to the date of the BOD meeting at which the item would be presented. Late items may be accepted at the discretion of the BOD.
  3. Minutes: Minutes of all BOD meeting and GMMs shall be posted at the SPAC building or website.

## SECTION 6 – OFFICERS

- a. Principal officers: The principal officers of the BOD shall be the Chairperson, Vice-chairperson, Secretary, and Finance Officer.
- b. Secretary/Finance Officer: The offices of the Secretary and Finance Officer may be held by the same person.
- c. Elections: The BOD officers shall be elected by the BOD members the first BOD meeting following the GMM.
- d. Management: Management shall not serve as an officer of the BOD
- e. Vacancies: Any officer vacancy shall be filled at the first meeting following the vacancy or sooner if possible.
- f. Removal: Any BOD officer may be removed from office by the BOD with a simple majority vote when that removal is deemed to be in the best interest of the corporation.

## SECTION 7 – MANAGEMENT POSITIONS ON THE BOD:

- a. Representation: Management shall be represented on the BOD by **four (4) ~~one (1)~~** votes to be divided as the management so chooses **such that one person may cast at most one (1) vote.**
- b. Abstentions: Management shall abstain from voting on matters relating to their own compensation and benefits
- c. Duty of Loyalty: Management serving on the BOD have a duty to represent the interests of SPAC as a whole ahead of personal interests or loyalty to any other party**

## SECTION 8 – COMMITTEES

- a. Standing Committees: The Executive Committee shall be the standing committee of the BOD
- b. Ad hoc Committee: Ad hoc committees for any purposes may be formed and/or dissolved by resolution of the BOD

## SECTION 9 – NON-MANAGEMENT PAID STAFF

Non-management paid staff serving on the BOD shall abstain from voting on matters relating to their own compensation and benefits.

## ARTICLE VII- RIGHTS OF THE BOD OFFICERS:

SECTION 1- CHAIRPERSON: The chairperson of the BOD shall serve as the principal executive officer of the corporation and, as authorized by the BOD, shall sign, execute and acknowledge all deeds, contracts, leases, reports, and other documents necessary for the operation of the corporation. All actions

of the chairperson incurring financial liability require prior approval of the BOD or the executive committee. The chairperson shall also serve as the facilitator of the GMM of the corporation.

SECTION 2- VICE CHAIRPERSON: In the absence of the chairperson or in the event of the chairperson's inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson. The vice-chairperson will also serve as the personnel director for the BOD. This person shall work with the management on hiring, firing, conflict resolution and evaluations. The personnel director may appoint a personnel committee as needed.

SECTION 3- SECRETARY: The secretary shall:

- a) Post and maintain custody of the minutes of the GMM and BOD meetings.
- b) See that all notices of meetings and bylaw changes are duly given in accordance with the bylaws or as required by law.
- c) Be custodian of the corporation records, including a register of the addresses of each member, which shall be furnished to the secretary by each member.
- d) Appoint, with approval of the BOD, any agent to perform any or all of the clerical duties assigned to the secretary without relinquishing responsibility thereof.
- e) Serve as a communication director and appoint a committee as needed.

SECTION 4- FINANCE OFFICER: The finance officer in coordination with the ~~management~~ General Manager shall:

- a) Have charge and custody of all corporate funds and securities
- b) Receive and give receipts for monies due and payable to the corporation from any legal source whatsoever.
- c) Appoint, with approval of the BOD, any agent to perform any or all of the duties assigned to the financial officer, without relinquishing responsibility thereof.

#### ARTICLE VIII: STANDING COMMITTEE OF THE BOD:

EXECUTIVE COMMITTEE: The Executive Committee shall consist of the officers of the BOD plus ~~one (1) the~~ management representative and shall be for those decisions necessary for the continuance of the business of the corporation when a quorum of the BOD cannot be assembled. All decisions of the Executive Committee shall be passed unanimously and shall be subject to review at the next regularly scheduled BOD meeting.

#### ARTICLE IX: FINANCES:

SECTION 1- FISCAL YEAR: The corporate fiscal year shall be from January 1 to December 31.

SECTION 2- CONTRACTS: The BOD may authorize ~~a member of the management~~ the general manager to enter into any contract on behalf of the corporation. Such authorization may be general or confined to specific instances.

SECTION 3- LOANS: Loans shall be contracted only with the BOD's specific authorization.

SECTION 4- CHECKS, DRAFTS: All checks, drafts or other orders for payment of stock and incidental day-to-day expenses shall be signed by the ~~a designated member of the management~~ general manager(s). All other expenses require approval of the BOD or Executive Committee and the signature of the financial officer and the chairperson.

SECTION 5- DEPOSITS: All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as determined by the BOD.

SECTION 6- GENERAL MANAGEMENT OF BUSINESS: The BOD shall hire a manager(s) who shall be under the direction of the BOD and who shall be responsible for carrying out, as delegated, the corporation's policies, programs, and activities. The managers shall work with the BOD and volunteer workers toward broadening the operations of SPAC.

SECTION 7- SALARIES: The salaries of the employees shall be approved by the BOD.

ARTICLE X- EARNINGS:

SECTION 1- ANNUAL EVALUATIONS: The BOD shall, in accordance with Chapter 185 of the Wisconsin state statutes, evaluate annually during the first quarter of the fiscal year the financial status of the SPAC and shall determine if a membership rebate is feasible.

SECTION 2- MEMBERSHIP REBATE PROCEDURE: Such procedure shall be determined by the BOD at the time of the evaluation.

ARTICLE XI- AMENDMENTS:

These bylaws may be amended by a two-thirds vote of the BOD present. Any changes shall be effective immediately and shall be ratified at the next GMM.

ARTICLE XII- DISSOLUTION

Upon the dissolution of this corporation, all debts, liabilities and liens shall be met first, and all remaining corporate assets shall be distributed in accordance with Chapter 185 of the Wisconsin state statutes.