

# **BYLAWS OF AUSTIN MEMBER OWNED BUSINESS ASSOCIATION**

**April 24, 2014**

**Amended on [July 12, 2017]**

These Bylaws govern the operations and affairs of the **Austin Member Owned Business Association, dba Austin Cooperative Business Association**, a Texas nonprofit corporation governed by Chapter 22 of the Texas Business Organizations Code.

## **ARTICLE I. - PREAMBLE**

The **Austin Cooperative Business Association** (referred to in these Bylaws as “ACBA”) is organized to build and expand the cooperative economy in Central Texas. ACBA will operate in a manner that is mindful of the broader interests of the Austin-area community. ACBA will engage in any other activities and exercise any other powers for the primary and mutual benefit of the Members of ACBA which are not inconsistent with Texas and federal law nor with Cooperative Principles, as adopted by the International Co-operative Alliance.

**Section 1. Name:** The name of the organization shall be the Austin Member Owned Business Association, doing business under the name Austin Cooperative Business Association.

**Section 2. Mission:** The mission of the ACBA is to build and expand the cooperative economy in Central Texas.

**Section 3. Office:** ACBA’s principal office shall be in the greater Austin, Texas metropolitan area.

**Section 4. Limitation:** ACBA shall observe all local, state, and federal laws which may apply to a nonprofit corporation as defined in the Texas Business Organizations Code and §501(c)(6) of the Internal Revenue Code.

## **ARTICLE II - MEMBERSHIP**

**Section 1. Eligibility:** Any cooperative association, credit union, electric co-op, worker co-op, housing co-op, democratically organized workplace, nonprofit co-op developer, or other business or organization operating on a cooperative basis (jointly owned, democratically controlled entity designed to benefit its members), and honoring the Co-operative Principles of the International Co-operative Alliance, shall be eligible for Annual membership in ACBA, subject to the terms of these Bylaws and the general policies adopted by ACBA.

**Section 2. Application Process:** The process for application shall be determined by the Board of Directors and amended as required.

**Section 3. Dues:** Annual membership dues levels shall be at rates as may be prescribed by the Board of Directors, payable in advance or in such other installments or for such other periods as the Board may from time to time determine.

**Section 4. Non-Voting Associate & Individual Members:** Any entity or individual person who is interested in the cooperative business community of the Austin area and shares the vision and purposes of ACBA, and who meets other requirements as determined by the Board of Directors, shall be eligible for Non-Voting Associate or Individual membership in ACBA. Individual membership dues shall be at the rate as may be from time to time prescribed by the Board of Directors payable in advance or in such other installments or for such other periods as the Board may from time to time determine. Associate and Individual members may voice their opinions on the business of ACBA, but shall not be entitled to vote in elections.

**Section 5. Voting:** Each Annual Member shall be entitled to one (1) vote. A cooperative association or other organization may designate by notice the person entitled to cast votes on their behalf.

**Section 6. Termination:** Any Member may resign from ACBA upon written request to the Board of Directors; however, such resignation shall not relieve a member from any arrearage of membership dues, subscriptions, or other indebtedness to ACBA. Any Member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof for conduct prejudicial to the aims or reputation of ACBA, after notice and opportunity for a hearing before the Board of Directors.

**Section 7. Reinstatement:** The Board of Directors may reinstate any former Member of ACBA upon terms and conditions as it may deem fit.

### **ARTICLE III - MEETINGS**

**Section 1. Annual Meeting:** The Annual Meeting of the membership of ACBA shall be held at a time and place determined by the Board of Directors. The membership shall be provided with a minimum of thirty (30) days written notice of the Annual Meeting.

**Section 2. Special Membership Meetings:** Special meetings of the membership shall be held upon petition of 25% of the ACBA membership, within thirty (30) days of submission of a qualifying petition. The membership shall be provided with a minimum of fifteen (15) days written notice of Special Membership Meeting.

**Section 3. Board Meetings:** The Board of Directors shall hold regular meetings at such times as

the Board of Directors shall decide. A minimum of seven (7) days written notice of regular Board Meetings shall be provided to Members and Board Members. Special meetings of the Board may be called by the President at their discretion or may be called at the request of not less than three directors, upon twenty-four (24) hours written notice.

**Section 4. Quorums:** The quorum for all regular and special membership meetings shall be twenty-five (25) percent of the voting membership. The quorum for meetings of the Board of Directors shall be one-half of the Directors, plus one (1).

**Section 5. Agenda & Minutes:** An advance agenda and minutes must be prepared for all meetings. ACBA Members are entitled to a copy of the Board of Directors meeting minutes after the minutes have received Board approval.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Composition:** The Board of Directors shall be composed of nine (9) representatives of Austin-area cooperative business Annual members. One-third of the elected Directors shall be elected annually to serve three (3) years, or until their successors are elected and have qualified. The governance and policy-making responsibility of the ACBA shall be vested in the Board of Directors, which shall oversee its operations control its property, be responsible for its finances and direct its affairs. The Board of Directors may delegate management of operations to one or more staff members whom the board oversees.

**Section 2. Election:** The Board of Directors shall appoint at least three (3) but not more than five (5) judges who are not candidates for election. Such judges shall have complete supervision of the election, including auditing of the ballots. The election shall be open for at least thirty (30) and not more than sixty (60) days. The election shall be scheduled in such a manner as to allow for voting to take place at a General Meeting. The names of all candidates shall be arranged on a ballot, in alphabetical order. All voting shall be done electronically or in person at a General Meeting by secret ballot. No proxies shall be allowed. The report of the election judges shall be made in writing following the election.

**Section 3. Seating:** All newly elected Directors and Officers shall be installed and seated at the first Board Meeting following the election.

**Section 4. Powers:** The Board of Directors shall manage the property and affairs of ACBA and shall carry out its business, public, legislative, and financial policies. Without in any way limiting the generality of the foregoing the Board of Directors shall have power to acquire and dispose of property, to appoint such officers as agents of ACBA as it shall deem advisable, to fix the compensation of the employees of ACBA and in its discretion to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Committee, and to designate as members of such committees such persons as it shall

determine, and to confer upon such committees such powers, authority and duties as it may deem advisable and generally to do any and every lawful objects of ACBA.

**Section 5. Removal:** A Director who fails to attend three or more regular board meetings annually may be removed by the action of the majority of the other Directors. Any Director of the Co-op may be removed from office for cause by a two-thirds majority vote of the remainder of the Board of Directors, or by a majority vote of the members voting at any membership meeting where a quorum is present, provided any Director so removed shall first be given a chance to be heard at the membership meeting.

**Section 6. Vacancies:** Vacancies on the Board of Directors shall be filled by the Board by a majority vote and shall be for the unexpired term of that particular vacancy. All candidates for appointment to the Board of Directors must meet the same qualifications required of candidates in the most recently held election.

**Section 7. Policy:** The Board is responsible for establishing procedure, and formulating policy of the organization. They are also responsible for adopting all policies and position statements of the organization.

**Section 8. Management:** The Board shall determine when and if ACBA should employ executive staff and shall fix the salary and other considerations of employment.

**Section 9. Indemnification:** ACBA shall indemnify, to the fullest extent permitted by Texas law, any Director or Officer, or former Director or Officer, for expenses and costs actually and necessarily incurred in connection with any claim asserted against them by reason of the person's being or having been such Director or Officer. ACBA may carry appropriate liability insurance to protect its Director and Officers and ACBA itself against the costs of such indemnification.

## **ARTICLE V - OFFICERS**

**Section 1. Officers, Appointment, Term:** The Officers of ACBA shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall determine. All Officers shall be appointed annually by the Board of Directors.

**Section 2. Duties.** In addition to signing or attesting to formal documents on behalf of ACBA as authorized by the Board of Directors, officers shall have the duties described in this Bylaw Section 5.2 and such additional duties as are determined by the Board of Directors. The officers shall perform such duties as are ordinarily assigned to such officers in the normal course of business, except that the President, Secretary and Treasurer shall have authority to sign all documents only within the scope of the express authorization of the Board of Directors, the Code, and the Certification of Formation and Bylaws of ACBA.

## ARTICLE VI - COMMITTEES

**Section 1. Appointment and Authority:** The Board of Directors shall create all committees and appoint all committee chairs. Committees shall be formed by written charter identifying the committee's scope of activity and authority. Committees shall be discharged when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

**Section 2. Limitation of Authority:** No action by any Member, committee, employee, Director or Officer shall be binding upon, or constitute an expression of the policy of ACBA until approved or ratified by the Board.

## ARTICLE VII. - FINANCES

**Section 1. Funds:** All money paid to and spent by ACBA shall be accounted for and regularly reported to the Board of Directors. ACBA shall use its funds only to accomplish the objectives and purpose specified in these Bylaws, and no part of said funds shall be distributed to the Members of ACBA other than as payment for appropriate services rendered.

**Section 2. Fiscal Year:** The fiscal year of ACBA shall close on December 31<sup>st</sup>.

**Section 3. Budget:** The Board shall adopt a budget for each fiscal year.

## ARTICLE VIII - DISSOLUTION

**Section 1. Procedure:** On dissolution of ACBA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

## ARTICLE IX - AMENDMENTS

**Section 1. Revision:** The Bylaws may be amended or altered by a majority vote of the Annual Members present at any regular or special meeting at which there is a quorum, providing the notice of the meeting includes the call for a vote to amend the Bylaws and any proposed amendments or alterations are submitted to the Annual Members in writing at least ten (10) days in advance of the meeting at which the amendments are to be decided. Alternatively, the Bylaws may be amended or altered by a majority vote of Annual Members in response to a mailed or electronically distributed ballot provided a quorum return is received and the vote remains open for at least thirty (30) and not more than sixty (60) days.

**Adopted** on [April 29, 2017]

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**Andi Shively**

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**Annelies Lottman**

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**Ryan Nill**

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**Benjamin Bradley**

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**Donald Jackson**

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**Madeline Hillsmith**

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**Carol Fraser**

*MEMBERS OF THE BOARD OF DIRECTORS OF THE AUSTIN COOPERATIVE BUSINESS ASSOCIATION*