

1 As of June 2019

2 **BY-LAWS**

3 **Cambridge Food Co-op, Inc.**

4 **Preamble**

5 The Cambridge Food Co-op, Inc. is an evolving entity, taking form internally from the
6 diversity of its members' needs, beliefs and actions; and externally from the needs of
7 the community it serves. The members recognize the need for change and share the
8 desire that adaptation and growth proceed through common consent. This
9 incorporation charter and these By-Laws are only extensions and clarifications of this
10 common philosophy. They are in no way a replacement for it.

11 **ARTICLE I – NAME, ADDRESS and FISCAL YEAR**

- 12 A. This corporation shall be known as the Cambridge Food Co-op, Inc. (hereinafter
13 referred to as "the Co-op") and is incorporated under the Cooperative
14 Corporation Law of the State of New York (CCL).
- 15 B. The principal office of the corporation shall be in the Village of Cambridge,
16 Washington County, State of New York.
- 17 C. The fiscal year shall be from January 1 to December 31.
- 18 D. Auditing shall be in accordance with Section 75CCL, thus: immediately after the
19 close of every other fiscal year commencing FY2006, an experienced bookkeeper
20 or accountant or firm of accountants, not regularly employed by the corporation,
21 shall make an audit of the fiscal year's operations. A written report of this audit,
22 including a statement of services rendered by the corporation, with total amount
23 of business transacted, balance sheet, income and expenses and any other
24 proper information shall be submitted to the annual meeting of this corporation,

25 and shall at all times be available for inspection by any member. Within one
26 month of the annual meeting, this corporation shall file with the Department of
27 Agriculture and Markets a copy of the bi-annual audit, together with a statement
28 of the names of its officers and directors, and the number of members admitted
29 and withdrawn during the year and the total number of members.

30 **ARTICLE II – PURPOSES AND POWERS (S. 13CCL)**

- 31 A. The Co-op is a not-for-profit organization designed for the mutual benefit of its
32 members and their community.
- 33 B. The Co-op may do anything permitted by law, consistent with these cooperative
34 principles: open membership, democratic control based on one membership-one
35 vote, education, including provided a forum for community activities and
36 announcements, political and religious neutrality, cash trading, i.e., no credit,
37 cooperation among cooperatives.

38 **ARTICLE III – MEMBERSHIP**

39 Any person who signs an application ratifying and agreeing to abide by the By-Laws of
40 the Co-op and its Rules and Regulations for Membership may become a member of the
41 Co-op. Two or more individuals residing together may hold a membership as a
42 household.

43 **A. RIGHTS, POWERS AND RESPONSIBILITIES**

- 44 1. Active participation in the work of the Co-op is the most important feature
45 of membership. Non-working memberships have been allowed as an
46 acknowledgement of deep commitment by an applicant coupled with a real
47 inability to regularly spend time working.

48 2. Each membership is entitled to one vote at membership meetings. All
49 persons, joining as either an individual or as a household, holding a
50 membership are entitled to use any services, purchase any goods provided
51 and receive any benefits to which members are entitled; however, a
52 household membership is entitled to only one vote at membership
53 meetings.

54 3. The Membership is responsible for annual establishment of members' rules
55 and regulations, annual review and ratification of the Co-op budget,
56 approval of new areas of endeavor, and election of the Board of Advisors.

57 **B. RESIGNATION AND REMOVAL (S.42CCL, S. 43CCL)**

58 1. Members are entitled to withdraw from the Co-op and in so doing
59 relinquish all rights, privileges and interests of membership.

60 2. All applications for membership shall be subject to review of classification
61 by the Board of Advisors. The Board may expel a member from the Co-op
62 for violation of the By-Laws or Members' Rules and Regulations. The
63 member must be given written notice of such action and can appeal at a
64 special meeting of the Board called for that purpose. Such hearing must
65 be held within fifteen (15) days of the receipt of said request for appeal.

66 **C. MEETINGS (S.44CCL)**

67 1. Notice of all Membership meetings shall be posted prominently in the Co-
68 op premises at least ten (10) days before the meeting, listing date, time,
69 place, and agenda. Announcements shall also be made to Member-owners
70 by other appropriate means. Draft minutes of meetings shall be posted
71 prominently in the Co-op premises in a timely manner.

- 72 2. All matters, if not otherwise specified in these By-Laws, shall be decided by
73 consensus or by a majority vote of those present and voting.
- 74 3. There shall be two (2) regular Co-op Membership meetings each year.
- 75 a. The Autumn Meeting is intended to celebrate the Co-op. The business
76 agenda shall include the budget for the following year, any changes
77 to the Policies, and the candidates for the Board of Advisors. Newly
78 elected board members will attend the subsequent meetings in the
79 current year and officially take office on January 1st.
- 80 b. The Spring Meeting is about Member-owners shaping the future of
81 the Co-op's activities and financial reports from the previous fiscal
82 year and setting goals for the future.
- 83 4. (S.602CCL) Special meetings may be called at any time by the Board of
84 Advisors or by written petition of 5% of the Membership. The Board is
85 responsible for enabling the petition process to go forward. At Special
86 Meetings, only those items on the posted agenda may be considered.
- 87 5. A majority (50%+1) of the Membership, counted as individuals and
88 households, in good standing of this corporation shall constitute a quorum
89 for the transaction of business at meetings of the corporation. Members
90 may submit proxies in lieu of presence for the purpose of the corporation's
91 obtaining a quorum only. (S.44CCL)
- 92 6. If the Advisory Board determines that there is an emergency that cannot
93 wait ten days for a Special Meeting, reasonable effort shall be made to
94 contact every member and a meeting shall be held.

95 **D. COMMITTEES**

96 Nominating Committee: Nominations for the Board of Advisors shall be made by a
97 Nominating Committee. It shall consist of at least three members, either volunteers,
98 or appointed by the Board; and any outgoing members of the Board who will not be
99 considered for re-election. They may not nominate themselves. Nominations of the
100 Committee will be publicized in the Co-op premises one month in advance of the Semi-
101 annual Meeting. (S.60CCL)

102 **ARTICLE VI – BOARD OF ADVISORS (S.60CCL S.708BCL)**

103 **A. RESPONSIBILITIES AND DUTIES (S.708BCL)**

- 104 1. Advise the Membership on all corporate business.
- 105 2. Call meetings as instructed in the By-Laws.
- 106 3. Hire paid personnel after having demonstrated a need to the general
107 membership The Board, at its discretion, may close any meeting at which
108 personnel matters are considered. If an employee resigns or is removed
109 by the Board, the Board may appoint a replacement to fulfill the term of
110 office.
- 111 4. Appoint committees as necessary and appoint up to three committee chairs
112 to the Board if desired.
- 113 5. Oversee the running of all Co-op business.
- 114 6. In every reasonable way, the Board shall keep the membership informed of
115 its actions and will be guided by the membership.
- 116 7. Authorize all contracts and obligations and delegate the authority to sign
117 same to the coordinator and/or an officer.

118 **B. COMPOSITION**

119 The Board of Advisors shall consist of no less than nine (9) and no more than fifteen
120 (15) members divided as follows: nine (9) to twelve (12) persons elected by the
121 General Membership, no more than three (3) committee heads appointed by the
122 Board.

123 **C. TERMS (S.60CCL)**

124 The Board of Advisors shall consist of three classes: at the first Annual Meeting, an
125 Advisor of the first class shall be elected for one year, an Advisor of the second class
126 for two years, and an Advisor of the third class for three years: at the expiration of
127 their respective terms successors shall be elected for terms of three years. One third
128 of the elected Board shall be chosen annually to serve a three-year term. No member
129 shall serve more than six consecutive years on the Board.

130 **D. RESIGNATION AND REMOVAL**

131 1. (S.706(a)BCL) It will be considered a resignation if an Advisor fails to
132 attend two consecutive Board Meetings without acceptable cause as agreed
133 by a majority of the Board members or fails to attend 6 meetings
134 (including Membership Meetings and Board Workshops) in any given year.
135 The Board is thus authorized to remove an Advisor (Director) for either
136 above failure.

137 2. (S63CCL) An Advisor may be suspended for cause by a two-thirds vote of
138 the Board. Thereafter the Advisor may be removed for cause by a majority
139 vote of those present and voting at a meeting of the membership called for
140 that purpose, provided he/she has been given thirty (30) days' written
141 notice stating the specific charges and an opportunity to answer such
142 charges at this Special Membership Meeting.

- 143 3. (S63CCL) Any member may request removal of an Advisor for cause by
144 filing charges in writing with the Secretary, together with a petition
145 requesting removal signed by five percent (5%) of the membership.
146 Thereafter the Advisor may be removed for cause by a three-fourths (3/4)
147 vote of no less than ten percent (10%) of the membership at a Special
148 Membership Meeting called for that purpose, provided that the Advisor in
149 question has been given reasonable written notice stating the specific
150 charges, and an opportunity for him/her and the complaining member to
151 discuss the charges at the Special Meeting.
- 152 4. Vacancies occurring through resignations or removal of an Advisor may be
153 filled by a Board appointee until the next Semi-annual Meeting, at which
154 time a member shall be elected to fill the unexpired portion of the term.

155 **E. OFFICERS AND THEIR RESPONSIBILITIES (S64CCL, S715 et seq. BCL)**

- 156 1. The Board of Advisors, at its first meeting after the January 1st Meeting,
157 shall elect from its body:
- 158 a. A Chair (President) to be responsible for calling and chairing all
159 meetings of the Board and Membership.
 - 160 b. A Vice-chair (Vice president).
 - 161 c. A Secretary to be responsible for taking minutes of all Board and
162 Membership Meetings and for keeping files of said minutes at the Co-
163 op.
- 164 2. The Board shall elect from its body, or appoint from the Membership, a
165 Treasurer, who will be or become a member of the Board. He/she will
166 chair the Finance Committee, support the staff in financial matters and

167 serve as liaison between the Finance Committee, staff, Board and the
168 Membership in all matters of finance.

169 **F. MEETINGS**

- 170 1. The Board of Advisors shall meet no less than six (6) times a year, and as
171 frequently as shall be necessary to insure the orderly functioning of the Co-
172 op.
- 173 2. Any Advisor may request a meeting, in consultation with the Chair
- 174 3. A majority of the members of the Board shall constitute a quorum.
- 175 4. If not otherwise specified in these By-Laws, all matters shall be decided by
176 consensus or by a majority of those present and voting.
- 177 5. If there is a possible conflict of interest, an Advisor shall disqualify
178 him/herself and not vote.
- 179 6. The date, time and place of all meetings shall be posted in the Co-op so
180 that any general member may attend.
- 181 7. Co-op Members are encouraged to participate in discussions but may not
182 vote.
- 183 8. By unanimous consent of those present and voting, the Board may bar any
184 disruptive member from participation in the Board Meetings.
- 185 9. An Advisory Board meeting may be closed to the membership only in those
186 cases where personal disclosures are being considered, e.g., personnel
187 matters.

188 **ARTICLE V – BY-LAW ADOPTION, AMENDMENT AND REPEAL (S16CCL)**

- 189 A. The By-Laws shall be adopted by a two-thirds (2/3) vote of the Membership in
190 attendance of a meeting called for that purpose.

191 B. Proposals for changes in the By-Laws may be made by the Board of Advisors-or
192 by the Membership at a meeting called for that purpose, or as part of the agenda
193 at a regular meeting. Proposals brought as new business at a regular meeting
194 must be voted on at a subsequent meeting. A two-thirds (2/3) majority of those
195 present and voting shall be necessary to effect changes in the By-Laws.

196 **ARTICLE VI – DISSOLUTION**

197 A. The corporation may be dissolved by two-thirds (2/3) of those present and
198 voting at a Membership Meeting called for that purpose.

199 B. In the event of dissolution, the membership shall name a non-profit community
200 organization, contributions to which are deductible under current regulations of the
201 Internal Revenue Service, to receive any surplus assets after all obligations have
202 been met and after all current membership fees have been refunded.

203

204 *Ratified February 26, 1978: The Corporation began functioning June 1, 1978*

205 *Last revised: June 2019*

206 *The numbers and letters in parentheses refer to the sections of law relevant to the*
207 *section of our By-Laws.*