

BYLAWS OF THE FOOD CO-OP OF INDIANA PA

- I. **Purpose:** The Food Co-Op of Indiana PA (“the Co-Op”) exists to enhance opportunities for marketing local farm-fresh and organic foods and products.
- II. **Definition:** The Co-Op is a Non-Profit Cooperative under the laws of the Commonwealth of Pennsylvania.
- III. **Membership:** Membership in the Co-Op is open to all members of the community.
 - A. Members are to pay dues on an annual basis.
 - B. Membership entitles the member to vote at all meetings of the corporation. Non-members may attend meetings but may not vote or hold office.
- IV. **Administration:** The Co-Op is administered by a Steering Committee which is elected at the annual meeting of the corporation.
 - A. *Terms of office:* The Steering Committee will consist of 9 members who serve three-year terms, 3 of whom are elected every year. Three of the Steering Committee members are intended to be vendors. (For the initial Committee, 3 will be elected to one year terms, 3 will be elected to two year terms and 3 to three year terms.)
 - B. *Officers:* Co-Op members and/or the Steering Committee will elect a Chair, Vice-Chair, Secretary, and Treasurer from its membership, each to serve one-year terms. In the case of vacancies, duties can be performed by members or Steering Committee members on a temporary basis.

In the absence or disability of the Chair or when so directed by the Chair, the Vice Chair may perform all the duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as may be assigned by the Board or the Chair.
 - C. *Staff:* The Steering Committee may hire a manager with the approval of the Steering Committee if warranted by circumstances. The manager’s pay will be determined by the Steering Committee and be based on the circumstances of the Co-Op at the time of hiring.
 - D. *Committees:* Either the Steering Committee or members at the Annual Meeting may form such committees as deemed necessary for the functioning of the Co-Op. Voting membership on these committees is limited to members of the Co-Op, although they may seek involvement and expertise of outside consultants and individuals as needed.
 - E. *Removal from office:* Any member of the Steering Committee who is absent from four meetings in a year or three consecutive meetings shall be removed from office unless there are compelling mitigating circumstances or a vote to retain the member by the Steering Committee. Electronic permission is permitted. The remaining time of that position on the Steering Committee will be filled from the membership in a special election, which may be held electronically.

A steering committee member may also be removed by a supermajority 2/3 vote of remaining steering committee members (e.g., 6 of 8.)

V. Meetings:

- A. *Annual meeting.* The Food Co-Op of Indiana PA will hold at least one annual general membership meeting per year. At that meeting the Steering Committee will be elected and select policies will be set for the following year. A quorum for these meetings will be 10 percent of the total membership.

The Chair shall announce at the meeting of the Board the number of Steering Committee members to be elected at the meeting and shall declare that the nominations of candidates for election as Steering Committee members are open and shall call for nominations from the floor. Nominations may be made by any Director who is entitled to vote at the meeting. Nominations must be seconded.

- B. *Other Meetings:* Additional general membership meetings may be scheduled at the request of a majority of the membership or at the recommendation of the Steering Committee. Proxy votes will be permitted. These meetings shall be publicized with at least a 10 day notice in the local newspaper and by email.
- C. *Steering Committee:* The Steering Committee shall meet at least once per quarter or more often, as needed, to oversee the functioning of the Co-Op. A quorum for these meetings shall be a majority of the members of the Steering Committee.
- D. *Other Committees:* Committees of the Co-Op or of its Steering Committee will set their own schedule of meetings as needed.

VI. Co-Operative Principles: The Co-Op will operate in accordance with the Seven Co-Op Principles as established by adopted by the International Cooperative Alliance in 1995:

1. Voluntary Open Membership
2. Democratic Member Control
3. Member's Economic Participation
4. Autonomy and Independence
5. Education, Training, and Information
6. Cooperation Among Cooperatives
7. Concern for Community

VI. Amendments: These bylaws may be amended at any regular or special meeting of the membership by a simple majority vote.

V. Dissolution: Should this corporation cease to function and the membership vote to disband, all assets of the Co-Op shall be returned to dues-paid members, and/or distributed as a donation to the Indiana County Community Action Program (ICCAP). Any donation would be approved by membership with a majority vote at a general membership meeting.

History:

Original bylaws adopted by the membership of The Co-Op on July 15, 2017.