

## Member-Initiated Bylaws Amendments: Procedures

### I. Introduction

Bylaws are documents that legally govern Three Rivers Market cooperative. The Board of Directors abides by the bylaws and also follows a set of specific policies to oversee procedural issues.

### II. Amendment by the Board of Directors or Members. Bylaws can be amended in two ways: (1) by a quorum, majority vote of the Board of Directors, or (2) by sixty percent (60%) of all Members following a successful petition, as further described below.

- A. *By the Board.* As per Section 8.2 of the bylaws, an amendment to the bylaws may be initiated by a Director or by a committee established by the Board; the entire Board must vote on any proposed changes to amend the bylaws.
- B. *By the Members.* Member(s) desiring to amend the bylaws must present the Board's Chair with a written summary of the proposed amendment that shall, at minimum, include: (i) names of member(s) proposing the amendment; (ii) issue(s) being addressed; and (iii) desired outcome(s).

The Board's bylaws committee will review the amendment and further discuss the proposal in consultation with the Member(s) who initiated the amendment, for legality and consistency with the cooperative's bylaws, articles of incorporation, policies, and other relevant documents.

The Board will then act in one of two ways:

- A. *Sponsor as a Board ballot.* Agree to sponsor the Member-proposed amendment and make it a Board ballot.
- B. *Reject proposed amendment.* Recommend against the proposed amendment as a bylaw change. The Board will provide, in writing, a basis for its opposition to the proposed amendment; for example, the proposed amendment may be better handled as a change in policy.

The Board shall inform the Member(s) who initiated the amendment of its action (i.e., whether it is sponsoring or rejecting the proposed amendment) within two (2) months after first receiving the proposed amendment.

### III. Member-initiated Petition Process.

If the Board recommends against the proposed amendment, the Member(s) may further pursue a bylaws amendment using the **Petition Process**, followed by a vote at the Annual Meeting of Members.

- A. Member(s) must draft a petition to vote on their proposed amendment by the first Tuesday of October (i.e., two [2] months before the Annual Meeting of Members).
  - B. The amendment must be lawful and financially feasible. The petition must be signed by twenty-five percent (25%) of all Members, or one thousand (1,000) Members, whichever is greater.
  - C. The required number of written, original signatures must be submitted to the Board by October 1st. The Board or its designee(s) will acknowledge receipt of the petition within seven (7) business days and will validate the petition signatures.
  - D. Any petition that does not have the requisite number of valid signatures fails, and the proposed amendment shall not be brought to a vote at the Annual Meeting of Members.
- IV. Publication of Changes and Advocacy for Petitions.** The Board shall publicize any Member-proposed amendment of the bylaws to Members not less than four (4) weeks prior to the Annual Meeting of Members.
- V. Vote at Annual Meeting of Members.** Successful petitions will be voted on by written ballot at the Annual Meeting of Members. Unless otherwise specified by state law, a vote of sixty percent (60 %) of all Members is required for a Member-initiated proposed amendment of the bylaws to pass. The amendment language shall stand, as voted upon, and not be modified in any way.