

# BYLAWS

## Article 1 – Name and Location

The name of the cooperative is Ever'man Natural Foods Co-op, Inc. The cooperative headquarters shall be located in Pensacola, Florida.

## Article 2 – Governance

### Section 2.1

The governance of this association and oversight of the management shall be vested in a Board of Directors, the members of which must be elected by ballot by the members from their own number.

### Section 2.2 - Ever'man Ends Statement:

Because of Ever'man, the community WILL HAVE:

- Education about Health, Nutrition, and Environmental issues
- Access to Healthy, Natural foods and Products at the lowest possible price;
- Support for Responsible, Local Agriculture and Small Business

- An example of Green Business Practices

## Article 3 – Membership, Meetings of the Membership and Participation

### Section 3.1 - Any person 16 years of age or older may become a member of this Co-op by

3.1.1 Paying an annual membership fee determined by the Board of Directors, which will be valid for one year. Senior citizens (65 and older) shall pay a reduced fee. In addition, there are 1665 members of this Co-op who purchased a “lifetime” membership and are not required to pay an additional membership fee.

3.1.2 Members may obtain additional membership cards for members of their family who are living in the same household. The Board of Directors shall determine the fee to be charged for additional cards. Each additional card shall bear the number of the original card.

### Section 3.2 – Meetings of the Membership

3.2.1 A general membership meeting, called the Spring Membership Meeting, shall be held within three months after the close of the fiscal year, at which meeting the financial reports will be made.

3.2.2 The fiscal year shall be from April 1st through March 31st of each year.

3.2.3 Special meetings. The Chairperson shall cause a special meeting of the members to be called upon a written petition of at least twenty percent (20%) of the members, or upon a majority vote of the Board of Directors. If the special meeting is called by member petition, the notice of the time, place and purpose of the special meeting shall be held within thirty (30) days from the receipt of the petition by the Chairperson. No business shall be considered at the special meeting except as has been mentioned in the call and included in the notice of the meeting.

3.2.4 Presiding officer. The Chairperson or his or her designee of the association shall preside at all meetings of the members and directors.

3.2.5 Quorum. At any meeting called by the members, a quorum necessary for the transaction of business shall be at least 10 percent (10%) of the total number of members of the cooperative. Only members in actual attendance at the meeting shall count towards a quorum.

3.2.6 Members shall be notified of membership meetings a minimum of 14 days in advance.

3.2.7 Membership meetings shall be open to the public.

### Section 3.3 - Voting and Motions of the Membership

3.3.1 Each membership shall be entitled to one vote. The household of a member who has obtained any additional card(s) shall be entitled to a total of one vote.

3.3.2 Members may not vote by proxy. Ever'man will offer mail out ballots, unless the election is uncontested. The Board of Directors may authorize the use of electronic voting in addition to paper ballots.

3.3.3 Only members may make motions and vote at membership meetings. Only those motions that have been included in the official meeting notices shall be voted on at membership meetings.

### Section 3.4 – Member Participation

Members, including employees, may participate in committees and other volunteer activities.

## Article 4 – Board of Directors

### Section 4.1 Requirements and restrictions on the election of Directors:

4.1.1 All members of the Board of directors must be members of the Co-op, shall be at least 21 years of age and shall have been a current member of the Co-op for a minimum of six (6) months.

4.1.2 The board of Directors shall consist of not less than six or more than eleven members.

4.1.3 All candidates for the Board of Directors shall be approved by a nominating committee appointed by the board of Directors.

4.1.4 Directors shall be elected for three year terms beginning at the first meeting after election results are announced.

4.1.5 A person who has a vested interest in the Co-op, such as employees, landlords, natural foods and supplement suppliers, and current employees' and board members' significant others may not serve as a Board Director.

4.1.6 Employees separated with cause may not run or serve on the Board for a period of three years after their separation date.

4.1.7 All Board members will be in compliance with Florida statues governing vendors of alcoholic beverages.

### Section 4.2 - Vacancies

An appointed Director shall serve the remainder of the term of the Director or position he or she is replacing.

### Section 4.3 – Meetings of the Board of Directors

#### 4.3.1 Regular meetings

4.3.1.1 The Board shall meet no less than eight times in a fiscal year.

4.3.1.2 The time and place of any Board of directors meeting shall be posted at least one week in advance, on a bulletin board in the Co-op storefront.

#### 4.3.2 Irregular meetings and urgent business

4.3.2.1 Any other meetings of the Board of Directors shall be called Special meetings and may be called by:

a. The Chairperson, or

b. a petition signed by a majority of the Directors, which petition states the reason for the meeting.

4.3.2.2 A special meeting of the Board of directors must be preceded by at least two days notice of the date, time, and place of the meeting.

4.3.2.3 Very urgent business may be transacted by phone, in person, or e-mail, but the Chairperson shall document the comments of all the directors who have been contacted. Such business shall be subsequently discussed at the next regular meeting of the Board, and entry of the action shall be made into the minutes. Urgent business voting results shall be posted on a bulletin board at the Co-op storefront within one week of the notice.

4.3.2.4 All Board of Directors meetings shall be open to the public; however, the Board may meet in closed session to discuss personnel matters relating either to paid staff, volunteers, real estate, legal matters as appropriate, expansion, or other confidential issues.

4.3.2.5 A quorum must be present before a meeting may begin, and decisions may be made by a majority of the directors present. A quorum shall consist of a majority of the directors, including two officers.

4.3.2.6 No director may vote by proxy.

### Section 4.4 – Dismissal or Resignation

4.5.1 Directors who fail to sign the agreed upon Code of Ethics and Code of Conduct shall no longer serve on the Board of Directors.

4.5.2 Any Director may resign by submitting his or her resignation in writing to any officer.

4.5.3 Directors who have missed more than three Board meetings within a one year period from the time of assuming office shall automatically forfeit their Board position. Directors who acquire a conflict of interest as described under Section 4.1.6, or who does not disclose a conflict of interest as described in the Florida Not For Profit Corporation Act, shall submit their resignation from the Board of Directors for consideration.

4.5.4 Directors may be removed for any other reason by a vote of two thirds (2/3) of the Board of Directors.

4.5.5 Any Officer may be removed from office by vote of two thirds (2/3) of the Board of Directors.

## Article 5 – Officers of the Board of Directors

Section 5.1 – The Board, by majority vote, shall elect officers of the Board. A job description for the officers shall be maintained.

Section 5.2 – Officers shall be elected at the first regular Board of Directors meeting following the installation of the new board members and will serve for one year. In an election year, if the results alter any board officers' status, then the provisions of Section 5.5 will apply.

Section 5.3 – If the Chairperson is not present at a Board of Directors meeting, the Vice Chairperson shall conduct such meeting or appoint an acting Chairperson to conduct the meeting. The subsequent order of succession shall be:

Vice Chairperson, Treasurer, Secretary.

Section 5.4 – The terms Chairperson and Vice Chairperson shall be interchangeable with President and Vice President respectively.

Section 5.5 – Any vacancy in an office shall be filled by a majority vote of the Board of Directors at a Board meeting. If an officer has vacated their position on the Board of Directors, the remaining directors will fill that position in a separate election by a majority of the remaining directors at a meeting of the Board of Directors.

Section 5.6 – Election of officers. The Board of Directors shall elect from their number a Chairperson, a Vice Chairperson, a Secretary and a Treasurer and other officers as it deems necessary. The offices of the Secretary and Treasurer may be combined and when so combined shall be termed Secretary-Treasurer. Any officer may be removed by the Board when, in its judgment, doing so is in the best interest of the cooperative.

Section 5.7 – Duties and Legal Aspects of Directors

5.7.1 Management of Business. The Board of Directors shall govern the business and the affairs of the association and make all necessary rules and regulations not inconsistent with law or with these bylaws. The Board of Directors shall have power to employ and dismiss a manager of the association and to determine his or her duties and compensation.

5.7.2 The Treasurer will present a financial report at the Spring Membership meeting in accordance with the Florida Not For Profit Act.

5.7.3 The Board shall direct the General Manager to secure Director bonding as needed.

5.7.4 A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the Florida Not For Profit Corporation Act except under the following circumstances:

- a. breach of Director's duty of loyalty to the cooperative;
- b. Transaction(s) from which the Director derived an improper personal benefit;
- c. for a breach of the director's duty of loyalty to the association or its members;
- d. for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

Article 6 – Board Member Compensation and Reimbursement

Compensation of the Board of Directors shall be determined by resolution of the Board of Directors. All decisions regarding directors' compensation shall be announced to the membership of the association at the next regular or special membership meeting. Officers and directors shall also be entitled to reimbursement for actual expenses incurred in attending board meetings or other business of the association. Such expense claims shall be approved by a majority of the Board. Compensation and/or reimbursement to directors shall not constitute payments to them as employees.

Article 7 – Committees of the Board of Directors

Section 7.1 – The Nominating Committee

The Nominating Committee will be a standing committee and members will be appointed by the Board of Directors.

Section 7.2 – Other Committees

The board may establish other committees as appropriate and outlined in their policy register.

Article 8 – Cooperative Records

The General Manager shall be required to maintain all business records and accounts in such a manner that the true and correct condition of the business may be determined whenever practical. All records shall be maintained according to guidelines established by Board policy and laws of the State of Florida.

Article 9 – Management

Section 9.1 – Manager. The Board of Directors shall have power to employ and dismiss a general manager of the association. The general manager shall have general charge of the ordinary and usual business operations of the association subject to the direction and approval of the directors. He or she shall provide annual and periodic reports in a form and manner prescribed by the directors. The manager shall employ and discharge employees subject to direction and guidelines approved by the Directors. The manager shall handle and account for all monies belonging to the association which come into his or her possession in the manner and form prescribed by the Directors.

Section 9.2 – The Board will determine the rate of compensation for the general manager(s) and the general manager(s) will serve at the pleasure of the Board.

Article 10 – Amendments to the Bylaws

Amendments to these bylaws shall be made by presenting, in writing, changes to two consecutive Board of Directors meetings, where they are to be presented, discussed and voted on by a majority of the Directors present.