

**BYLAWS
OF
OSHKOSH FOOD COOPERATIVE**

As Amended May 25, 2022 at the Annual Membership Meeting of the Oshkosh Food Co-op

ARTICLE I

Membership

1. Any person expressing a belief in the principles of consumer cooperation and whose activities are not contrary thereto may apply for membership, irrespective of race, creed, age, gender, religion or political belief.
2. Application for membership shall be made in writing on a form provided for this purpose, and shall be acted upon promptly by the Board of Directors (or a committee of directors or management employees designated by the Board of Directors), which shall exercise full discretion in the interests of the Cooperative.
3. An application for membership may be submitted (a) with full-payment of membership dues; (b) with partial payment and continued monthly installment; (c) as a gift; or (d) through the "Food for All Program." In all circumstances, members are expected to comply with all requirements of a given submission and its program. Additionally, upon initial payment and application for membership, each member will be a voting member of the Cooperative. The Board shall determine the price of membership dues and for one share of membership stock in its sole discretion.
4. The application shall include a subscription for one share of membership stock and such additional stock as the Board of Directors may from time to time determine.
5. Any member whose activity in the Cooperative is contrary to the basic principles of consumer cooperation or endangers effective operation of the Cooperative may be expelled by the Board of Directors after written notice of the charges against him/her and reasonable opportunity for response. The Board of Directors may terminate a membership by a 2/3 vote in the interests of the cooperative.
6. Two persons sharing a household may share a membership account jointly. The individuals shall be listed as "Voting Member" and "Non-Voting Member" in cooperative records. Each shall be entitled to receive a membership card with their name and member number on it. Each membership account shall receive only one vote on any matters being voted upon by Cooperative member-owners. In the event the household dissolves, the person listed as "voting member" in Cooperative records shall maintain ownership of the membership unless either party petitions the Co-op for an alternative disposition of the membership.
7. Membership is not transferable or refundable except that membership may be transferred to a successor upon the member's death or pursuant to transfer policies adopted by the Board.
8. A member may terminate his/her/its membership voluntarily at any time by written notice to the Cooperative. Upon the elapse of 18 consecutive months without patronage, the Board of Directors may vote to (i) terminate the membership, or (ii) suspend the member's voting rights until patronage resumes, at which point the member's voting rights will be reinstated pursuant to Board policy.
9. If a membership is submitted under the "monthly installments" provision, the membership may, at the direction of the Board of Directors, be temporarily suspended upon the elapse of 3 consecutive months without monthly payments toward full membership, and the member's voting rights may be

suspended until payment resumes and voting rights are reinstated pursuant to Board policy. Unless other arrangements are jointly agreed to by the Cooperative and member, upon the elapsing of 12 months without monthly payments toward full membership, the membership will be considered voluntarily terminated.

10. The Board of Directors in its discretion may reinstate a terminated membership upon written request.
11. The annual membership meeting shall be held within six months following the end of the fiscal year. Other membership meetings may be called by the Board of Directors. The Secretary shall call a membership meeting upon written request of five percent of the members:
12. The Secretary shall post and provide to each member written notice, which may be electronic, of the time, place, and agenda of each membership meeting at least ten days before the date of the meeting. Notice provided by email at the member's last known email address shall be deemed notice given personally for all purposes under these bylaws and state law.
13. A quorum at a membership meeting shall be ten percent (10%) of the first one hundred (100) members plus five percent (5%) of additional members, present in person or virtually present. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller. Members represented by signed written or electronic vote may be counted in computing a quorum only on those questions as to which the signed vote is taken.
14. Only members of record 33 days in advance of a meeting shall be permitted to vote at such meeting. If the Secretary provides a written ballot setting forth the exact question to be voted on, members may vote by signing and submitting that ballot without attending the meeting.
15. Voting shall be accomplished through methods and means established by the Board. If the Secretary, or another Cooperative officer, provides ballots for a vote on a motion to the members together with notice of the meeting at which the vote will be taken and exact copies of the motion and any resolution to which it pertains, an absent member may vote on the motion by submitting a signed ballot. This submission may be done electronically provided that the Cooperative is able to authenticate that it is a member who is casting a vote and the Cooperative gives a vote cast under this electronic method the same effect as if it was cast in person. Members may vote on the election or removal of directors by such electronic means.

ARTICLE II

Directors

1. All powers of the Cooperative shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Cooperative shall be managed under the direction of the Board of Directors, except as otherwise specified in these Bylaws or Chapter 185, Wisconsin Statutes.
2. The Board of Directors shall consist of nine directors each of whom shall be adult members or adult representatives of members. Directors shall be elected by paper ballot and/or online voting prior to the annual membership meeting to a term of three years, serving until the successor is elected and qualified, with one- third of the seats up for election each year. The election period for voting shall open 30 days prior to the annual membership meeting and close 3 days prior to the annual membership meeting, with election results being announced at the annual membership meeting.
3. Members seeking election to the Board of Directors shall inform the Secretary of intended candidacy at least 45 days prior to the annual membership meeting. The Secretary by posting at least 30 days before the annual membership meeting shall notify the membership of the candidates and of the election procedures.
4. Only members of record 33 days in advance of a meeting shall be permitted to vote at such meeting.
5. In the event of a vacancy on the Board of Directors, the Board may choose to temporarily fill the vacancy by majority vote of the Directors in office, or to leave the position vacant until an election

by the members at the next annual membership meeting. An election by the members at the next annual membership meeting shall fill the position for the remainder of the term, if any remains. Members will have the opportunity to vote for as many seats as are open in the election.

6. Directors shall disclose their actual or potential conflicts of interest in any matter under consideration by the Board, and unless requested otherwise by majority vote of the other Board members, shall recuse themselves from deliberation or decision on the matter. If there is a dispute regarding whether any conflict of interest or potential conflict of interest exists, the Board President or their designee running the meeting will make the decision and may confer with the Governance Committee prior to making their decision.
7. No director shall participate to a material degree in any contract made with the Cooperative or compete in business with the Cooperative to a material degree. No employee or person who resides in the household of a full-time employee may serve as a Director. Only one person per member account can be elected or appointed to the Board at any one time.
8. The Board of Directors shall meet at least monthly or not less than 10 times each year, upon at least seven days' notice to the membership. The Board President or any two directors may call a special meeting upon 24 hours' posted notice to the membership. A majority of the Directors in office shall constitute a quorum.
9. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting and without prior notice by written action (including by electronic means approved by the Board) affirmed by all of the directors. The action is effective when affirmed by all of the directors, unless a different effective time is provided in the action.
10. A Director's term shall end:
 1. By written notice of resignation, effective upon receipt unless otherwise specified in the notice.
 2. Upon termination of membership in the Cooperative; or
 3. By two-thirds majority vote of Directors present at a Board meeting for cause including violation of board policies; or
 4. Upon three unexcused absences within a 12 month period. Excused absences will be those approved by the Executive Committee or Board President; or
 5. Upon a majority vote of all members.

ARTICLE III

Officers

1. The principal officers of this cooperative shall be a president, a vice president, a secretary and a treasurer.
- ~~2.~~—The officers shall perform such duties as are ordinarily assigned to such officers in the normal course of business or as specified in Board policy. The President and Secretary shall have authority to sign all documents within the scope of the implied or express authorization of the Board of Directors, the Cooperative Law, and the Articles of Incorporation and Bylaws of this Cooperative. The Secretary and Treasurer shall perform the usual duties of these offices. The Vice President shall act as President in the absence or disability of the President. The General Manager, at the discretion of the Board, may be elected as an officer, but not a member of the Board.
3. The offices of Secretary and Treasurer may be held by the same person.

4. All positions shall be elected by the Board annually, following the annual membership meeting.
5. Vacancies in any office shall be filled by the Board.

ARTICLE IV

Stock

1. In addition to stock held by members as required by Cooperative policy, any member, and any other person or party legally qualified to do so, may hold any number of shares of Capital Stock, within the limits of authorized capital. Stockholders shall have such voting rights as are established by Chapter 185, Wisconsin Statutes.
2. The Board of Directors shall establish administrative procedures for receiving and acting upon applications for membership and subscription for the purchase of stock. The Board of Directors may provide that receipts for stock purchase and certificates of stock be issued in electronic form. The person in whose name shares stand on the books of the Cooperative shall be deemed by the Cooperative to be the owner thereof for all purposes, and the address provided by that owner shall stand as the address for all purposes until the owner notifies the Secretary in writing of any change.
3. Stock shall be without pre-emptive right and may be retired or redeemed in whole or in part as to any class by the Cooperative at any time as determined by the Board of Directors, upon paying to its holders the par value thereof plus any accrued and unpaid dividends thereon upon surrender of the certificates evidencing such shares, and the Board of Directors may select which particular shares it will so retire or redeem, either by action taken from time to time or by policy.
4. Issuance and transfers of stock shall only be made with the approval of the Board of Directors or pursuant to policies of the Board of Directors; and no transfer shall be made unless and until any and all indebtedness owing to the Cooperative by the stockholder has been paid in full. The Cooperative shall have a first lien and right to set-off against the capital stock and any other capital accounts of the Cooperative for any debt due it by the holders thereof.

ARTICLE VI

Patronage Dividends

1. **Allocations to owners.** The Cooperative shall allocate and distribute to owners the net profit from business done with them in such a manner as to qualify them as patronage dividends consistent with cooperative principles, applicable state and federal laws and generally accepted accounting principles. The Board shall determine when and how such allocations and distributions will be made, including the amount, if any, distributed in cash and the form of any amount distributed as Class B stock or equity accounts, whether the allocations will be made in one or more divisions, departments or allocation units, and whether all or part of the excess margins shall be set-aside in capital or other necessary reserves. Net margins from business done with persons that are not owners (or eligible patrons) may be allocated to owners and eligible patrons or set-aside in an unallocated surplus or retained earnings if the allocation is made prior to the beginning of the fiscal year.
2. **Consent of owners.** By obtaining or retaining ownership in the Cooperative, each owner consents to take into account, in the manner and to the extent required by federal and state tax law, any patronage dividend received from the Cooperative. Each owner also agrees that if his or her patronage dividend is not cashed within 90 days of the date on which it was issued by the Cooperative, the Cooperative shall have the right to make a contribution in the name of that

owner to support other organizations aligned with the Cooperative's purpose in a manner as may be directed by the Board from time to time.

3. **Reserves.** Amounts carried in reserves shall be allocated on the books of the Cooperative on a patronage basis or in lieu thereof the books and records of the Cooperative shall afford a means of doing so at any time so that in the event of distribution each owner and eligible patron may receive a pro rata share of such distribution. Amounts carried in reserves or unallocated surplus and not allocated to the owners and patrons may be so allocated by the Board at any time.
4. **Non-Owner Patrons.** The Board may establish policies by which legal entities or persons that are not owners but who are aligned with the Cooperative's purpose may contract with the Cooperative to deal on a patronage basis without voting rights.
5. **Extraordinary Gains.** Margins produced by a transaction (such as income from the lease of premises, investment in securities, or from the sale or exchange of capital assets) which is directly related to the Cooperative's business will be deemed to be patronage sourced margins and may be distributed to owners (and any other patrons with whom the Cooperative has contracted to deal on a patronage basis) in proportion, insofar as is practicable, to their patronage during any period to which such margins are attributable, as determined by the Board.
6. **Allocation of Losses.**
 - a. Operating Losses. An operating loss will be apportioned among the owners and eligible patrons during the year of loss so that the loss will, to the extent practicable, be borne by those owners and patrons with respect to the loss year on an equitable basis, including charging the loss against allocated reserves, unallocated surplus, or the patronage equity (including Class B shares). Owners and patrons may not be directly assessed for any loss. The Board may also direct that all or part of any loss be carried forward or back so long as any carry forward or carry back will not place an inequitable burden upon past or future owners.
 - b. Other Losses. If, in any fiscal year, the Cooperative incurs a loss other than an operating loss, the Board may determine the basis on which patronage capital furnished by the owners and eligible patrons may be reduced or such loss is to be otherwise equitably apportioned among the owners and eligible patrons.

ARTICLE VII

Administration

1. The Board of Directors shall provide for the adequate insurance of the property of the Cooperative, or property which may be in the possession of the Cooperative, or stored by it, and not otherwise adequately insured, and, in addition, adequate insurance covering liability for accidents to all employees and the public.
2. The Board of Directors shall have installed an accounting system which shall be adequate to meet the requirements of the business and shall require proper records to be kept of all business transactions. Such records shall be reviewed at the end of each fiscal year by a certified public accountant who shall not be an officer, director, or employee of the Cooperative. A written report of the review, which may include a statement of the amount of business transacted with members and the amount transacted with nonmembers, and which shall include a balance sheet showing the true assets and liabilities of the Cooperative, and an operating statement for the fiscal period under review, shall be submitted to the annual meeting of the Cooperative.

3. The Board of Directors shall select one or more banks to act as depositories of the funds of the Cooperative and determine the manner of receiving, depositing, and disbursing the funds of the Cooperative and the form of checks and the person or persons by whom they shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.
4. The Board of Directors may, at its discretion, appoint from its own membership an executive committee of three (3) or more directors and determine their tenure of office and their powers and duties. The Board of Directors may delegate to the executive committee all or any stated portion of the functions and powers of the Board of Directors, subject to the general direction, approval, and control of the Board of Directors. The Board of Directors may, at its discretion, establish such other committees as it deems appropriate.
5. The Board of Directors may establish policies regarding equity redemption, and from time to time amend such policies in the interests of the Cooperative.
6. The Cooperative shall indemnify its officers, directors, employees, and agents to the fullest extent possible under applicable law. The Cooperative may purchase liability insurance coverage for any person serving as an officer, director, employee, or agent to the extent permitted by applicable law.
7. The Cooperative has no seal.
8. The fiscal year of this Cooperative shall commence on the first day of January.

ARTICLE VIII

Amendments

These bylaws may be amended if approved by the Board of Directors and if approved by a majority vote of the members voting in connection with any meeting of the Cooperative, provided a copy of the proposed change has been sent by mail or email to every member at his/her last known address at least ten days prior to such meeting and the member vote abides by the requirements and process outlined in Section 1.13 of these bylaws.