

Summary of Fiddleheads Bylaw Changes

The Board of Directors is presenting to the Member-Owners for ratification a revised set of Bylaws. Our goal was to make the Bylaws more accessible with simple and clear language and remove sections now included in board policy and management operations, incorporating current best practices. The following summary explains the changes.

Our first global change was to replace “member” with “Member-Owner” to more clearly define that we are all owners and the co-op is operated for mutual benefit.

Section 1.2 Mission and Purpose was removed and has been rewritten as Ends policies as part of the Fiddleheads Board Policy Manual. Our Ends, which can be found in the Fiddleheads Annual Report, reflect what we as an organization wish to achieve. Annually the Board reviews with the GM what he is doing to achieve these ends.

Article II Membership was shortened. Eligibility and definition of membership were not changed except to remove Membership Fee, which our lawyer advised was not consistent with our Articles of Incorporation.

Section 2.9 Membership Certification/Card is now included in the Board Policy B4 Member Rights and Responsibilities. Further we worked with the GM to list in a board motion the rights and responsibilities of members. The recently mailed letter with your new member card communicated this information.

Proxy voting was retained but moved to **Article III Membership Meetings**.

Article III Annual Membership Meeting was reworded and slightly reordered. Section 3.4 Items for Vote was considered redundant.

Article IV Board of Directors was also slightly reordered and the language was tightened. We added Section 4.6 Action without a Meeting and Section 4.8 Conflicts of Interest to make the Bylaws more complete.

Article V Duties of Directors and **Article VI Officers** are now included in board policy or other sections of the Bylaws. Please see the enclosed table for details.

Article VII Operation at Cost and Members Capital and **Article VIII Member Equity** are removed. Some sections were already stated in the Articles of Incorporation. Other sections are included in the new Bylaws as **Article V Patronage Distributions** or included in Policy B2 Business Planning and Financial Budgeting and Policy B4 Membership Rights and Responsibilities,

Article XI Indemnification is now **Section 4.10** in the new Bylaws. **Article X Dissolution** is simplified. **Article XII Amendments** is just renumbered and renamed as **Article VII Bylaws**.

The Board looks forward to a discussion at the Annual Meeting of this new set of Bylaws (although feel free to contact us at any time with questions or comments).

Reconciliation of 2012 Bylaws and 2014 Bylaws/Board Policy Manual

2012 Bylaws	2014 Bylaws/Board Policy Manual
Section 1.2 Mission and Purpose	Policy Ends
Section 2.9 Membership Card/Certificate	Policy B4 Membership Rights and Responsibilities
Section 5.1 General Powers and Management of Business	Policy B Global Policy Constraint
Section 5.2 Employment of a General Manager	D1 Unity of Control; D2 Accountability of the GM; D3 Delegation to the GM; Policy D4 Monitoring GM Performance
Section 5.3 Insurance	Policy B3 Insurance
Section 5.4 Accounting Systems	Policy B1 Financial Condition and Activities
Section 5.5 Depository	Left to the GM
Section 5.6 Executive Council	Not included
Section 5.7 Board Committees	Policy C7 Board Committee Principles
Section 7.2 Capital Plan and Annual Operating Budget	Policy B2 Business Planning and Financial Budgeting
Section 5.8 Signatory Authority	
Section 5.9 Loans	
Article VI Officers	Section 4.9 Officers and Policy C6 Officers' Roles