

How to Run for the Board of Directors Coopportunity Consumer's Cooperative, Inc.

This booklet describes the rules, regulations and process for running for the Board of Directors of Santa Monica's Co-opportunity. Relevant sections of our Bylaws are included. Three board members are elected each year for a 3-year term. Candidates for the Board of Directors can either be nominated by the Nominating Committee of the Board or may nominate themselves according to the instructions in the Bylaws.

Board Member Responsibilities/Requirements:

The Board's primary responsibilities are to hire, monitor and evaluate the General Manager, and set the long-term strategic vision for Co-opportunity. The Board does not participate or get involved in the day-to-day operational details of the store, (such as item selection, pricing, hiring, etc.) but rather leaves those to the General Manager and his professional staff.

Board Directors must prepare for and attend bi-monthly meetings, the Annual Meeting, at least one Board retreat and other training and development sessions throughout the year. Directors may also be asked to participate on Committees.

Nomination Form:

The Membership Director, or her representative, will fill out the attached nomination form and validate the candidate's qualifications to meet the Bylaws requirements. The candidate will sign this form signifying that he/she has read this manual and agrees to its terms. The Membership Director will print out the candidate's membership record, attach it to the nomination form and give a copy to the candidate and the Nominating Committee.

To be eligible to serve as a Board Director, a candidate (a) must be and have been a member in good standing each of the nine months immediately prior to the last day of nominations, and (b) be at least 21 years old. The following persons are ineligible: (a) a Co-opportunity employee, (b) a person discharged with cause from employment or removed as a director by Co-opportunity, (c) the General Manager and/or a store manger of Co-opportunity, and (d) if either a person or his employer is a supplier to or is in competition with Co-opportunity.

Candidate Materials:

When running for the Board of Directors, candidates may wish to campaign in order to solicit votes and member support. All candidates must adhere to the following campaign guidelines:

Campaign materials: Candidates may prepare and distribute campaign materials. These will be limited to 8.5 inch by 5.5 inch double sided fliers. These may be distributed in-

person, by the candidate outside the store and/or can be placed on the membership counter (only), inside the store.

Campaigning Outside The Store: In order to make the campaign process fair and equal for all candidates, campaigning in-person, is limited to weekends. Candidates may campaign and hand out their fliers outside the store. If the Membership Director receives any complaints of harassment by a candidate, the candidate will be told to stop the harassment. A second complaint about the candidate will cause the candidate to be eliminated from the nominating process.

Questions:

Candidates should address any questions or concerns about the Board election process to the Membership desk. If there are disputes regarding the election, the Secretary of the Board of Directors will make the final determination in his/her role as the Election Inspector. When the Secretary is on the ballot, the Nominating Committee will appoint another Board member as the Election Inspector.

Ballots:

The order the candidates will appear on the ballot will be determined by lot. The ballot will include a candidate's photograph and biographical sketch. The Nominating Committee will have final discretion to format and edit the information on the ballot.

Time Line:

Self Nomination:

Start July 1

End July 31

(Self Nominated candidates must submit a minimum of fifty verifiable, legible signatures from members in good standing by July 31st.)

Board Nominated

Start July 1

End July 31

Record Date: July 1

Ballots Mailed & emailed September 1

Voting Ends September 30

Ballots counted Board Secretary. Between Oct 1 – 7th as determined by the Membership Director &

Co-opportunity Consumer's Cooperative, Inc.
Board of Directors Nomination Form

Member Candidate Name: _____

Membership Number: _____

Date Joined: _____

Number of Shares Paid: _____

Date Shares Paid: _____

Board Nominated: _____

Self Nominated: _____

50 Signatures of Members in Good Standing (attached)

Membership Director has checked signatures _____

Please supply a recent photo and a short bio (no more than 300 words) for the ballot.

I have read this booklet and the Bylaws section on nominations and I agree to these rules and regulations:

Signature

Date

ARTICLE 10 NOMINATIONS AND ELECTIONS OF DIRECTORS

10.1 Nominating Committee The Board President, subject to the approval of the Board, shall appoint a Nominating Committee comprised of three members in good standing. It shall be the responsibility of the Nominating Committee to propose persons for nomination to the Board and to establish additional criteria by which persons are considered for nomination. The Nominating Committee shall consider for nomination all persons submitting petitions in accordance with the provision of Section 10.2 and such other persons as the Nominating Committee deems appropriate and who fall within the nominating criteria established by the Nominating Committee.

10.2 Self Nomination Any eligible persons who desire to be placed on the ballot for election as a Director may also do so by submitting a written petition signed by at least fifty members in good standing to be received by the Nominating Committee on or before a date set by the Nominating Committee.

10.3 Nominations The Nominating Committee shall each year, on or before a preelection Board meeting, submit at least three proposed nominations to the Board and from those proposed, the Board shall nominate at least three but no more than five persons. Petitioners under Section 10.2 above who were not nominated by the Board shall also be placed upon the ballot provided that the number of such petitioners shall not be greater than the number of candidates nominated by the Board. In the event there are more petitioners than there are persons nominated by the Board, the petitioners to be placed on the ballot shall be determined by lot in accordance with procedures established by the Nominating Committee so that the number of petitioners on the ballot will be equal to the number of persons nominated by the Board.

10.4 Unsuccessful Candidates An unsuccessful candidate will not be placed on the ballot for more than two out of five successive elections.

10.5 Ballots

10.5.1 Not less than ten nor more than fifty days prior to the election, the secretary shall caused to be mailed to each member in good standing, a ballot listing the nominees for election to the Board of Directors.

10.5.2 The Nominating Committee shall prepare a biographical sketch of each candidate which shall be included on the ballot. The ballot shall also include information furnished by all candidates in support of their respective candidacies provided

that the Nominating Committee shall have the right and responsibility to establish the format and length of such information and to delete from or add additional comments to any information in order to correct any portion which is inaccurate or misleading in the determination of the Nominating Committee. The Nominating Committee shall also have the right and responsibility to submit additional information to members regarding the nominating and election procedure.

10.5.3. The directors shall be elected by a plurality vote.

10.5.4 In order for ballots to be counted, they must be received by the Cooperative on or before the return date set forth on the ballot which date shall be established by the Nominating Committee. When applicable this date should allow adequate time for counting of ballots and certification of election before the annual meeting if the election is to end at that time.

10.6 Votes Members in good standing have the right to cast as many votes as there are directorships open for election on the Board; but may not cast more than one vote for any one nominee. The Directors elected shall be those nominees receiving the highest number of votes. In event of a tie vote the outcome shall be determined by lot, which form and procedure shall be determined by the Board or its designee and supervised by the Board Secretary or the Board's designee.

10.7 Election Results The Secretary or the Board's designee, at the discretion of the Board, shall act as election referee and shall be responsible for establishing a procedure for mailing, receiving, and counting the ballots in such manner as the Secretary deems reasonable and appropriate to maintain the integrity of the balloting process. The Secretary shall certify the results of the election, determine if drawing of lots is to be held, and in all cases immediately advise the Board and all candidates of the results of the balloting, post the results and report the results of the balloting at the annual meeting of the membership.

10.7.1 In a year when the Board Secretary is nominated for election, the Board shall appoint an Inspector of Election to fulfill the Secretary's legal election responsibilities for that election.

Definitions:

2.4 Member in Good Standing shall refer to any member, as defined in section 2.1, above, who:

- 2.4.1 is current with his or her membership share obligation
- 2.4.2 is not in default of debt owed to the Cooperative,
- 2.4.3 is not suspended
- 2.4.4 is not in violation of the Articles of Incorporation, Bylaws and the Administrative Code.

4.7 Requirements for good standing

4.7.1 A member shall not be in good standing if the member fails:

4.7.1.(a) To comply with the requirements of a member in good standing as defined in Section 2.4 of these Bylaws.

4.7.2 Unless otherwise provided by these Bylaws, a member shall return to good standing when the member remedies the failures described in section 4.7.1. above.

4.8 Record Date Record date shall be the date set by the Board by which the members in good standing shall be entitled to exercise their rights for any lawful purpose. In the absence of the Board setting a record date, the record date shall be as provided by law.

8.3 Eligibility and Qualifications of Directors

8.3.1 Any natural person shall be eligible to serve as a Director who qualifies for candidacy and directorship as per these Bylaws, is and has been a member in good standing each of the nine months immediately prior to the last day of nominations, or is a member of a household in which at least one person has been a member in good standing in each of the nine months prior to the last day of nominations. A person shall be at least 21 years to be a candidate or serve as a Director.

8.3.2 The following persons are ineligible to be a Director:
(a) an employee of the Cooperative, (b) a person discharged with cause from employment or removed as a director by the Cooperative, (c) the General Manager and/or a store manger of the Cooperative, and (d) if either a person or his employer is a supplier to or is in competition with the Cooperative.

8.3.3 Eligibility to serve as a Director as per these Bylaws shall be determined by the Board.

8.3.4 Only one person from a household or dwelling is eligible for candidacy or service on the Board as an officer of the Cooperative at any one time, regardless of the number of consumer memberships by individuals in a single household or dwelling.

8.3.5 Directors and Directors elect, resigning from office, remain eligible for appointment, but shall not again be eligible for election by membership to the Board for twelve months following their date of resignation.