

DEFINITIONS

1. “Director” shall refer to any Director, unless stated or implied otherwise, regardless of whether the Director was elected, appointed, has full Director rights, or is an Alternate Director, as clarified by Board policy.
2. “Membership” is defined as the state of being a Member-Owner.
3. “Majority” is defined as more than half, unless otherwise defined to a higher threshold by Board policy for particular or all questions before the Board.
4. “Member-Owner” shall be analogous to any reference in the Articles of Incorporation or other documents to the term “member.”

MEMBERSHIP

5. **Open Membership.** Any person, household, firm, cooperative, non-profit corporation or cooperation or corporation, may, on approval of his/her or its application by the Board of Directors, be accepted into membership on terms established by Board of Directors policy.
6. **No Discrimination.** This Cooperative shall not discriminate on social or political grounds, on the basis of race, creed, age, sex, handicap, sexual preference or marital status.
7. **Application.** Application for membership shall be made in writing on a form provided by the Cooperative.
8. **Stock Purchase.** Upon approval by the Board of Directors of the membership application, each prospective Member-Owner shall purchase one (1) share of Class A stock and a number of shares of Class B stock as determined by Board of Directors policy.
9. **Approval.** Each application shall be acted on by the Board of Directors at the first meeting after it is received.
10. **Provision.** Each new Member-Owner shall receive a copy of the Articles of Incorporation and Bylaws of the Cooperative.
11. **Voting.** Each Member-Owner shall have one vote in the affairs of the Cooperative. Any Member-Owner that is not a natural person shall designate a natural person to vote its share. When there are multiple names on a membership, one voter shall be designated by the group.
12. **Cancellation.** If a Member-Owner shall die, move from the territory served by the Cooperative, fail to patronize the Cooperative for a period of one (1) year, want to withdraw, or fail to comply with the requirements of these Bylaws, the Cooperative through its Board of Directors, may elect to cancel his, her or its membership by either:
 - (a) Purchasing the Class A stock of the Member-Owner by tendering to the Member-Owner, or his, or her or its heir or successors in the appropriate case, the par value or the book value thereof, whichever is less, together with any case portion of a patronage dividend due or unpaid, less any indebtedness due the Cooperative; or
 - (b) Purchasing the Class A stock of the Member-Owner by tendering to the Member-Owner, or his, her or its heirs or successors in the appropriate case, Class B stock, together with any cash portion of a patronage dividend due or unpaid, less any indebtedness due the Cooperative.In either case, the Class A stock of the Member-Owner shall be canceled and he, she or it shall have no voting rights in the Cooperative.

13. **Restrictions.** Every Member-Owner upon uniting with this Cooperative agrees that in case the Member-Owner shall desire to dispose of his, her, or its share of stock in the Cooperative, that the stock can only be transferred to the Cooperative and only upon approval by the Board of Directors. The stock of this Cooperative is not transferable in any other event.

MEETINGS

14. **Annual Meeting.** The annual meeting of the Member-Owners shall be held in the territory served by this Cooperative annually at such time as may be determined by the Board of Directors of the Cooperative.
15. **Special Meetings.**
- (a) **Call.** The president shall cause a special meeting of the Member-Owners to be called upon a written petition of at least twenty percent (20%) of the Member-Owners, or upon a majority vote of the Board of Directors.
 - (b) **Call By Petition.** If the special meeting is called by Member-Owner petition, the notice of the time, place and purpose of the special meeting shall be issued within ten (10) days from the receipt of the petition by the President, and the special meeting shall be held within thirty (30) days from the receipt of the petition by the president.
 - (c) **Business.** No business shall be considered at the special meeting except as may be mentioned in the call and included in the notice of the meeting.
16. **Notice of Meeting.**
- (a) **Means of Notice.** Notice shall be given by the Secretary of all meetings of the Member-Owners by
 - i. in-store posting,
 - ii. publication in a legal newspaper published in the county of the principal place of business of the Cooperative,
 - iii. publication in a magazine, periodical or other publications regularly published by or on behalf of the Cooperative and circulated generally among its Member-Owners, or
 - iv. mailing a notice thereof to each Member-Owner at his, her or its last known address, at least two weeks previous to the date of the meeting.
 - (b) **Certificate.** The secretary shall execute a certificate setting forth a correct copy of such notice and showing the date of mailing or publication thereof.
 - (c) **Failure of Receipt of Notice.** The failure of any Member-Owner to receive any such notice of the annual or special meeting of the Member-Owners shall not invalidate any action that may be taken by the Member-Owners at any such annual or special meeting.
17. **Voting.**
- (a) **Limitations.** No Member-Owner shall be allowed to vote by proxy and no Member-Owner shall have more than one vote, regardless of the number of shares owned.
 - (b) **Mail Ballots.** Mail ballots shall be permitted only upon specific authorization by the Board of Directors and only upon issues specified by the Board.
18. **Presiding Officer.** For any annual, general membership or special membership meeting of this organization, the presiding officer shall be the President of the Board of Directors. The presiding officer at the Board of Directors' meetings shall be the President, or, in his/her absence, the Vice-President, who shall cast the deciding vote in

all cases of a tie. In the absence of the Vice-President, the presiding officer shall be the Secretary, or in his/her absence some other Member-Owner of the Board, who shall call the meeting to order and officiate over the immediate election of a Chairperson pro-tem.

19. **Quorum of Member-Owners.**

- (a) **Counting.** At any regular or special meeting of the Member-Owners, a quorum necessary for the transaction of business shall be at least ten percent (10%) of the total number of the Member-Owners of the Cooperative or fifty (50) holders of voting stock, whichever is fewer.
- (b) **Presence.** Only Member-Owners in actual attendance at the meeting shall count towards a quorum, unless a question was submitted to the Member-Owners by a vote by mail in which case Member-Owners present in person as well as those represented by mail ballots shall be counted.

20. **Order of Business.** The order of business at the annual meeting, and so far as practicable at all other meetings of the Member-Owners shall be:

Calling of roll or registering of Member-Owners.
Proof of notice of meeting.
Reading and disposing of all unapproved minutes.
Annual reports of officers and committees.
Unfinished business
New business
Adjournment

21. **Regular Board Meetings.** Regular meeting of the Board of Directors shall be held at such time and place as the Board of Directors, by proper resolution duly adopted and recorded upon the minutes, shall from time to time determine.

22. **Special Board Meetings.** Special meetings of the Board of Directors may be called by the president or by a majority of said Board. Each Director shall be duly notified of all such meetings with as much notice of date, time, place, and purpose as circumstances may allow by the best means of communication made known by each Director.

23. **Restrictions of Board Meetings.** No business except that mentioned in the call for special meeting of the Board of Directors shall receive final action at said meeting. A majority of the Directors shall constitute a quorum at all meetings of the Board, and a majority vote of the Directors present shall decide all questions. Presence at a meeting shall constitute waiver of notice of such meeting. Directors' meetings may be held by conference call, if

- (a) so approved by all Directors,
- (b) such technology is utilized so that each participant may hear all and be heard by all, and
- (c) speakerphone or similar technology participation at a Board meeting location is made available & notice is provided to all Member-Owners and Directors.

24. **Action without a Board Meeting.** Decisions of the Board of Directors may be made without a meeting if consent in writing, stating the action to be taken, is signed in writing by all Directors and filed with the minutes of the following meeting.

25. **Member-Owner Attendance at Board Meetings.**

- (a) Member-Owners may attend regularly scheduled meetings as observers.
- (b) Board meeting dates shall be posted in the store, the newsletter, and the website.
- (c) Member-Owners are welcome to attend all parts of the meeting with the exception of "Executive Committee" and "Closed" sessions and/or agenda items

for such meetings.

BOARD OF DIRECTORS

26. **Terms of Directors.**

- (a) **Number of Directors.** The number of Directors of this Cooperative shall be no less than seven (7) nor more than nine (9), plus the option, as set by Board policy, of up to two (2) Alternate Directors, who shall be Member-Owners of the Cooperative. The Alternate Director seats shall be awarded to the top two vote recipients who are not elected Directors at each annual meeting.
- (b) **Scope of Authority by Alternate Directors.** The Alternate Directors shall have the same powers and responsibilities of Directors, as set forth in the Articles of Incorporation and herein, except they shall not have the authority to vote on any matters or hold executive office.
- (c) **Natural Member-Owners.** Member-Owners who are not natural persons shall designate one natural person who may run and be elected to the Board of Directors.
- (d) **Household Memberships.** When there are multiple names on a membership, one person who may run and be elected to the Board of Directors shall be designated by the group.
- (e) **Election.** All of the Directors shall be elected by ballot at the annual meeting for a term of three (3) years, and shall hold office until their successors shall be elected and qualified.
- (f) **Terms.** The Directors shall be elected to staggered terms, such that an equal number of Directors shall be elected each year. The Alternate Directors shall be elected to one (1) year terms.
- (g) **Cancellation of Membership.** If any Director shall cease to be a Member-Owner, his or her office shall be thereupon automatically vacated.

27. **Transitional Board Meeting.** The Board of Directors shall meet within 30 days of the annual Member-Owners meeting.

- (a) At this meeting, out-going Directors shall conduct the business of the meeting and the president of the previous year shall preside.
- (b) The newly elected Directors shall take office at the beginning of this meeting upon reading and signing the Code of Conduct and the Confidentiality Agreement, as established by Board of Directors policy.
- (c) The last order of business of this meeting shall be election of new officers by the outgoing and incoming Directors.

28. **Vacancies.**

- (a) Any vacancy by a Director shall be filled by either
 - i. the appointment of the Alternate Director. Such appointed Alternate Director shall assume the same term of office as the vacating Director. Appointment shall be by a majority vote of the Board; or
 - ii. the appointment of a Member-Owner by the remaining Directors of the Board. The Member-Owner so appointed to hold office until the next annual meeting of the Member-Owners and until their successors have been elected. Appointment shall be by a two-thirds approval vote of the Board.
- (b) Any vacancy by an Alternate Director may be filled by the appointment of a Member-Owner by the remaining Directors of the Board. The Member-Owner

shall hold office until the next annual meeting. Appointment shall be by a majority approval vote of the Board.

29. **Resignations.** Any Director may resign at any time and shall do so by written notice to the President, next presiding Officer, or if not available the entire Board.
30. **Election of Officers.**
- (a) **President & Vice-President(s).** The Board of Directors shall meet within forty (40) days after each annual meeting and shall elect by ballot by and from their number, unless another selection process is established by Board policy, a president and one or more vice presidents.
 - (b) **Secretary & Treasurer.** The Board of Directors shall also elect a secretary and a treasurer. The office of the secretary and treasurer may be combined and when so combined shall be termed secretary-treasurer.
 - (c) **Removal.** Any officer may be removed by the Board whenever in its judgment the best interests of the Cooperative will be served thereby.
31. **Removal of Director.**
- (a) **By Vote of Member-Owners.** Any Director of the Cooperative may, for cause, at any annual or special meeting called for the purpose, at which a quorum of the Member-Owners shall be present, be removed from office by vote of two-thirds of the Member-Owners voting.
 - (b) **By Absences.** Failure of a Director to attend three consecutive Directors' meetings, or one-third of the Directors' meetings during the twelve (12) months just preceding, except for just cause as determined by a majority vote of the remainder of the Board, shall result in automatic removal from office.
 - (c) **Notice.** The removal of a Director shall not be considered at a special meeting unless that fact has been stated in the notice of such meeting. No Director shall be removed from office at either an annual or special meeting unless he or she shall be informed of the meeting at which the matter is to be considered at least ten (10) days before such meeting. Such notice shall be by certified mail addressed to him or her at his or her last known address, and he or she shall be entitled to be heard at such meeting, except that a Director may be removed at an annual meeting without notice for failure to attend the required number of Board meetings.

DUTIES, AND POWERS OF DIRECTORS

32. **Management of Business.**
- (a) **Scope.** The Board of Directors shall govern the business and the affairs of the Cooperative and make all necessary policies not inconsistent with law or with these bylaws.
 - (b) **Hiring.** The Board of Directors shall have power to employ and dismiss a manager of the Cooperative and to determine his or her duties and compensation.
33. **Bonding of Employees.** The Board of Directors may require the manager and/or other officers, agents, and employees charged with the custody of any of the Cooperative's funds or property to provide a fidelity bond in such sum as the Board of Directors shall determine by policy. Such bond shall be furnished by a responsible bonding company approved by the Directors, and the cost of such bonding coverage shall be paid by the Cooperative.
34. **Policies & Policy Register.** The Board shall create policies as directed by the Articles of Incorporation and these Bylaws and may create policies, as it deems necessary, for its

own governance and the operation of the Cooperative. All approved policies shall be in writing and subsequently recorded in a Policy Register created and maintained by the Board and/or its designee.

35. **Financial Review.** The Board of Directors shall review all financial statements prepared and presented by management at their regular meetings but no less than four times a year.

(a) **CPA Audit.** The Board may, in addition, have the books audited or reviewed at least once a year by a Certified Public Accountant. Such audit or review shall be made between the date of the close of the fiscal year and the date of the annual meeting, and a report of findings, containing at least a balance sheet showing the financial condition of the Cooperative at the close of the fiscal year and a summarized statement of income and expenses for the year, shall be submitted to the Member-Owners at their annual meeting.

DUTIES, AND POWERS OF OFFICERS

36. **President.** The president shall:

- (a) Preside over all meetings of the Cooperative and of the Directors.
- (b) Sign as president, with the secretary, or the secretary-treasurer, all notes, deeds and the conveyances of real estate, as well as all certificates of stock of the Cooperative.
- (c) Shall cause to be prepared and submitted to the annual meeting of the Member-Owners a complete and detailed report of the current year's business. The annual report shall contain a statement of assets and liabilities, a statement of income and expenses, and such other statements and statistical memoranda as the Board of Directors shall require. The Board of Directors may delegate these duties to employees of the Cooperative.

37. **Vice President(s).** In the absence or disability of the president, the vice president, or one of the vice presidents if more than one, shall preside and perform the duties of the president.

38. **Secretary.** The secretary will:

- (a) Ensure that a complete record of the meetings of the Cooperative and of the Board of Directors is kept.
- (b) Sign as secretary, with the president, all notes, deeds and other conveyances of real estate, as well as all certificates of stock of the Cooperative and affix the corporate seal to all documents requiring attestation.
- (c) Provide that all notices required by law be served.
- (d) Perform such other duties as may be required of him or her by the Cooperative or the Board of Directors.

39. **Treasurer.** The treasurer will:

- (a) Receive and disburse all funds of the Cooperative.
- (b) Keep a complete record of all financial transactions of the Cooperative and perform such other duties pertaining to his or her office as may be required by the Board of Directors.
- (c) The Board of Directors may delegate the duties enumerated in this section to employees of the Cooperative.

40. **Secretary-Treasurer.** In the event that the office of secretary-treasurer are combined, then his or her duties shall be a combination of the duties of the secretary and the treasurer and his or her office shall be known as secretary-treasurer.

41. **Manager.**
- (a) **Power to Hire.** The Board will have the power to employ, set the compensation for, and dismiss a General Manager for the Cooperative.
 - (b) **Scope of Authority.** The General Manager shall have charge of the ordinary and usual business operations of the Cooperative subject to the direction and approval of the Directors.
 - (c) **Record-keeping.** The 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.
 - (d) **Reporting to the Board.** He/she shall provide annual and periodic reports in a form and manner prescribed by the Directors.
 - (e) **Authority to Hire Staff.** He/she shall employ and supervise employees subject to the direction and guidelines approved by the Directors.
 - (f) **Accounting.** The General Manager shall handle and account for all monies belonging to the Cooperative that come into his/her possession in the manner and form prescribed by the Directors.

CAPITAL STOCK

42. **Certificates or Proof of Membership.** Membership cards shall be issued, in lieu of certificates for Class A stock, when the initial required stock is fully paid for and the membership application has been received.
- (a) **Notice.** Class B stock received as patronage dividends shall be evidenced by written notice of allocation mailed to the Member-Owners.
 - (b) **Contents.** Certificates evidencing other types of stock shall contain the name of the person, household, firm, Cooperative, non-profit corporation or corporation that owns the stock, the membership number assigned to that Member-Owner, and shall bear the signature of the president and secretary.
 - (c) **Termination.** The Cooperative retains the right to terminate all memberships as provided in the Bylaws and to purchase or recall all stock. Redemption of capital stock by the Cooperative is subject to any indebtedness owing the Cooperative by the stockholder.
 - (d) **Transfer.** Shares of stock shall be transferable only to the Cooperative with the consent and approval of the Board of Directors. Shares of stock may not be transferred in any other manner. In case the certificate to be transferred has been lost or destroyed, the Board of Directors may require the holder thereof to furnish an indemnifying bond protecting the Cooperative against any loss or damage by reason of issuing a new certificate, and may further require the holder to make an affidavit that the certificate has not been sold, transferred, assigned or hypothecated.

ALTERNATIVE STOCK

43. **Class B Stock.**
- (a) **Issuance.** In order to further the cooperative character of this Cooperative and provide a means whereby its current and active Member-Owners will finance the Cooperative, this Cooperative, as determined by the Board of Directors and as permitted by the law under which this Cooperative is organized, is authorized to issue Class B stock, equity reserve or capital interest certificates, or any other

- stock.
- (b) **Purpose.** Funds and credits arising from the issue of such stock, certificates or other media may be used for creating a revolving fund for the purpose of building up an amount of working capital and an interest in wholesale or central Cooperatives as this Cooperative may from time to time deem necessary, and for revolving the capital.
 - (c) **Retirement.** Whenever the Board of Directors determines that all of its funds are not necessary for the proper financing of the operations of the Cooperative then it may retire Class B equity with capital reserves or any other media previously issued to evidence patronage refunds.
 - i. The Board of Directors may retire all or part of each class of stock as it so determines thus creating a preference for one class of stock over the other.
 - ii. The Board of Directors may in its discretion, choose one method for retiring one class of stock and another method for retiring the other class of stock.
44. **Accounting.** The books and records of the Cooperative shall be kept on a fiscal year basis, and in such manner that the patronage refunds of each Member-Owner may be ascertained at any time.
45. **Dissolution Payment Priorities.**
- (a) **Debts & Liabilities.** Upon dissolution or liquidation of the Cooperative the debts and liabilities of the Cooperative shall first be paid according to their respective priorities.
 - (b) **Member-Owners.** Member-Owners or other holders of equity of capital reserve credits or other media issued by the Board of Directors shall then be paid the par value of their shares or credits with payment made in the order of preference stated in the Articles of Incorporation.
 - (c) **Additional Equity.** Any additional property remaining after Member-Owners and other equity holders have been paid may be distributed to another cooperative doing business on a cooperative basis or a non-profit organization exempt from taxes under section 501(c) of the Internal Revenue code, as shall be determined by the Board of Directors or Trustees.

NET INCOME

46. **Annual Net Income.**
- (a) **Gross Receipts.** Gross receipts of the Cooperative from all business done with Member-Owners and non-Member-Owners shall be all proceeds from the sale of goods and services to Member-Owners and non-Member-Owners, all sums received (including patronage dividends received) which reduce costs and expenses incurred in connection with these activities and all non-patronage income.
 - (b) **Deductions from Gross Receipts.** The Cooperative shall deduct from “gross receipts” all expenses incurred in generating the “gross receipts” including, but not limited to, marketing expenses, costs of goods or services sold, taxes, depreciation, and all other necessary expenses.
 - (c) **Total Annual Net Savings.** The amount remaining after reducing the “gross receipts” by the deductions contained in section 1(b) of the Article (46b. *Deductions from Gross Receipts*) shall constitute the annual net savings (net

earnings) of the Cooperative.

47. **Member-Owner Patronage Income.**

- (a) **Member-Owner Patronage.** Total annual net savings shall be divided into (1) annual net savings from Member-Owner patronage and (2) annual net savings from non-Member-Owner patronage and non-patronage sources. Annual net savings from Member-Owner patronage shall be determined by taking the percentage of gross receipts attributable to business done with or for Member-Owners (including patronage dividends, etc.) and multiplying that percentage times the total annual net savings.
 - i. The amount resulting shall be annual net saving from Member-Owner patronage, which shall be distributed to the Member-Owner-patrons of this Cooperative in proportion to the amount of business done by them with the Cooperative, subject only to the deductions there from and the exceptions provided in section 3 and 4 (Educational and Capital Reserves) of this article.
- (b) **Non-Member-Owner Patronage and Non-patronage Income.** The difference between total annual net savings and net savings from Member-Owner patronage shall be annual net savings from non-Member-Owner patronage and non-patronage sources.

48. **Education Reserve.** The Board of Directors may set aside a sum not to exceed five percent (5%) of non-Member-Owner patronage and non-patronage income as an education fund which shall be used for the purpose of promoting and encouraging Cooperative Cooperatives.

49. **Capital Reserve.**

- (a) **Annual Commitment.** The Board of Directors shall annually set aside all annual net savings from non-Member-Owner patronage and non-patronage sources less any deductions for the educational reserve as a capital reserve.
- (b) **Additional Funds.** In addition the Board of Directors may also place into the capital reserve fund:
 - i. all annual net savings from Member-Owner patronage attributable to Member-Owner-patrons who are unidentified;
 - ii. all annual net savings from Member-Owner patronage attributable to Member-Owner-patrons who do not consent to take into account patronage dividends from the Cooperative in the manner provided in 26 U.S.C Section 1385;
 - iii. and all annual net savings from Member-Owner patronage attributable to Member-Owner-patrons who so consent, but who have not made at least one hundred dollars (\$100) in purchases in the fiscal year.
- (c) **Non-Allocation.** Following the adoption of these Bylaws, the amounts so set aside shall not be allocated to the Member-Owner-patrons of the Cooperative and shall be kept in the general reserve fund.
- (d) **Prior Commitments.** Amounts which have been placed in any reserve prior to the effective date of this amendment, and which have been allocated, shall remain allocated on the books of the Cooperative unless and until retired or disbursed.
- (e) **Limit.** Notwithstanding anything in this section to the contrary, the Board of Directors may, by resolution duly adopted prior to the beginning of the fiscal year to which such savings are attributable, determine to set aside such other reasonable amount as a capital reserve but not more than fifty percent (50%) of

the total annual net savings.

PATRONAGE DIVIDEND DISTRIBUTION

50. **Annual Distribution.** The annual net savings from Member-Owner patronage, less any deductions therefrom or exceptions thereto as determined by Section 3 or 4 of the Article, shall be distributed annually to the Member-Owner-patrons of the Cooperative who consent to take into account patronage distributions from the Cooperative in the manner provided in 26 U.S.C. Section 1385, on the basis of their respective patronage in accordance with these Bylaws, and said Member-Owner-patrons shall be notified thereof.
51. **Manner.** Patronage dividends shall be distributed in cash or in equity (usually Class B stock) or by any combination thereof designated by the Board of Directors.
- (a) **Redemption.** Such equity (usually Class B stock) may be paid or redeemed in whole or in part at such time, in such manner and such order as shall be determined by the Board of Directors in its sole discretion. Without limit the generality of the foregoing, the Board of Directors shall not be required to but by resolution may opt for the payments of or redemption of such equities.
- (b) **Transferability.** No transfer of assignment of such equity (usually Class B stock) shall be binding upon the Cooperative without its consent.
52. **Losses.** If this Cooperative has sustained an annual loss in its Member-Owner-patron business, it shall have the power and authority to allocate such loss from Member-Owner-patron business to the Member-Owner-patrons for such year or years on a patronage basis and apply the same against the equity credits or stock of said Member-Owner-patrons, to apply the loss to the capital reserve or to carry forward or back such loss, as determined by the Board of Directors.

QUALIFIED ALLOCATION

53. **Eligibility.** Each person, firm, non-profit corporation, cooperative or corporation that qualifies for membership as defined in Article of these Bylaws and applies for and is accepted to membership in this Cooperative and each Member-Owner of this Cooperative on the effective date of the Bylaws who continues as a Member-Owner after such date shall by such act alone consent that the amount of any distributions with respect to his, her or its patronage occurring in any fiscal year beginning after December 31, 1962, which are made by qualified written notices of allocation (as defined in 26 U.S.C. 1388) and which are received by him, her or it from the Cooperative at their stated dollar amount in the manner provided in 26 U.S.C. 1385 in the taxable year in which the qualified written notices of allocation are received.
- (a) **Intent.** It is the intent of this Bylaw to provide a consent binding on all Member-Owners who retain or obtain membership in this Cooperative after the adoption of this Bylaw and receipt of a written notification and copy of this Bylaw, for the purpose of making such distribution "qualified" within the meaning of the Internal Revenue Code.

INDEMNIFICATION

54. **Scope.** This Cooperative shall indemnify each person who is or has been a Director, officer or employee of this Cooperative, and each person who is serving or who has

served at the request of this Cooperative as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her to the fullest extent of his or her right to indemnity under current Minnesota Corporation Law.

SUNDRY PROVISIONS

55. **Fiscal Year.** The fiscal year of this Cooperative shall begin on the first day of July and close on the last day of June of each year.
56. **Examination by Directors.** Every Director of the Cooperative shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the organization and make extracts or copies at their own expense.
57. **Amendments.** These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Member-Owners present and voting at any annual meeting of the Member-Owners or at any special meeting of the Member-Owners when such action has been duly announced in the call of the special meeting.