



Please find, enclosed with your copy of the Ocean Beach People's Organic Food Market bylaws, a copy of the Ownership Disclosure Statement. For additional copies of the statement or of the bylaws, please contact the Co-op's Membership Dept. at [Membership@obpeoplesfood.coop](mailto:Membership@obpeoplesfood.coop)

## Article I: Organization

**Section 1.1 – Name.** The name of this corporation is Ocean Beach People's Food Cooperative, Inc. (referred to as "the Cooperative.")

**Section 1.2 – Office.** The principal office and place of business of the Cooperative is located in San Diego County, California.

**Section 1.3 – Objectives.**

(a) **Mission:** To operate retail vegetarian consumer cooperatives providing high quality natural products at a fair and reasonable price.

(b) **Vision:** The Cooperative is dedicated to helping people live in ways that are ecologically sustainable and that promote personal health and well-being.

(c) **Values:** We believe that consumer ownership through a cooperative structure provides consumers with an optimal democratic forum to meet the needs of our community. We are committed to promoting ecological sustainability with the products and services we provide and in the way we operate our business. We promote and emphasize products that are nutritious, organically grown, cruelty-free, and produced in an environmentally sound manner. We believe that informed choices made by all consumers have far-reaching impacts on the local and global community, and are committed to providing education and information to enhance nutritional and environmental awareness. We believe that our employees are valuable and essential to the success of our business, and will treat them with respect, compensate them fairly, and provide a safe and supportive working environment.

## Article II: Ownership

**Section 2.1 – Eligibility.** Ownership in the Cooperative shall be voluntary and open to any person who meets the criteria for a class of ownership set forth in Section 2.2 below and who is a California resident, whose purpose is to patronize the Cooperative, who will abide by these bylaws, and be in accordance with the Cooperative's objectives.

**Section 2.2 – Classes of Ownership.** An ownership in the Cooperative shall be by the following classes:

Class A: A consumer owner is an individual whose primary relationship to the Cooperative is one of purchasing goods and services.

Class B: A worker owner is an individual who is regularly employed by the Cooperative.

No person shall simultaneously hold ownership in more than one class. Unless the context requires otherwise, use of the term "owner" or "ownership" shall include owners of both classes.

**Section 2.3 – Share purchase requirement.** Owners shall be required to purchase a share each year in an amount determined by the Board of Directors (sometimes referred to in these bylaws as "the Board"). The Board may waive the share purchase requirement in whole or in part for low-income or disabled persons.

**Section 2.4 – Admission.** Eligible applicants for consumer ownership shall be admitted to ownership upon submitting required information on an application form approved by the Board and paying the share purchase requirement. The Board may also impose a reasonable application fee. Eligible applicants for worker ownership shall be admitted to ownership upon paying the share purchase requirement. In the event that any doubts arise concerning eligibility within six months after the date of application, admission shall be subject to approval by the Board. Prior to issuing any ownership, the Cooperative shall provide the applicant with a disclosure document containing such information as is required by law. Upon the initial purchase of an ownership, the Cooperative shall issue a receipt.

**Section 2.5 – Rights.** Each owner shall be entitled to make purchases from the Cooperative on terms generally available to owners. In addition to rights set forth elsewhere in these bylaws, owners shall have the right to receive a copy of the Cooperative's Articles of Incorporation, and these bylaws. The Cooperative shall, within 120 days after the end of each operating year, prepare an annual report conforming to the requirements of the Consumer Cooperative Corporation Law, and shall notify each owner yearly of the owner's right to receive a copy of such report.

**Section 2.6 – Inactive status.** An owner who becomes delinquent by three months in meeting the share purchase requirement, or who fails to patronize the Cooperative for one year, shall be placed into inactive status. Such owner's participation rights shall then be suspended. An owner in inactive status may attain good standing by paying the current share purchase requirement or by reestablishing a patronage relationship with the Cooperative, as the case may be. References in these bylaws to

## Article XI: Interpretation and Amendment

**Section 11.1 – Interpretation.** The Board of Directors shall have the power to interpret these bylaws, apply them to particular circumstances, and adopt policies in furtherance of them, provided that all such actions are reasonable and consistent with these bylaws.

**Section 11.2 – Severability.** In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these bylaws.

**Section 11.3 – Amendment.** The Board of Directors may propose amendments to these bylaws. These bylaws may be amended or repealed only by owners, provided that such amendments are stated or fully described in the notice of the meeting at which such action is to be taken.

## Article X: Liquidation

**Section 10.1 – Liquidation and dissolution.** Upon liquidation and dissolution of the Cooperative, its assets shall be distributed in the following manner and order:

(a) by paying or making provision for payment of all liabilities and expenses of liquidation;

(b) by redeeming shares at their carrying value on the books of the Cooperative which, if they cannot be paid in full, shall be paid on a pro rata basis among all outstanding amounts; and

(c) by distributing any remaining assets among current and former owners in proportion to their patronage duration of the five operating years or parts of a year immediately preceding the date of dissolution, or, if so determined by a vote of owners, to one or more cooperative or nonprofit organizations that may best further the purposes and mission of the Cooperative.

## Article VIII: Fiscal Matters

**Section 8.1 – Operating year.** The operating year of the Cooperative shall coincide with the calendar year.

**Section 8.2 – Financial statements.** Financial statements of the Cooperative for each operating year shall be audited or reviewed by an independent public accountant selected by the Board.

**Section 8.3 – Access to information.** Owners shall, upon request made in conformity with the requirements of the Consumer Cooperative Corporation Law, be provided information concerning the operational and financial affairs of the Cooperative for a purpose reasonably related to such person's interests as an owner.

## Article IX: Shares

**Section 9.1 – Issuance and terms.** Shares may be issued only to persons eligible for and admitted to ownership in the Cooperative. Class A shares may be issued only to consumer owners and Class B shares only to worker owners. No share shall be issued until it has been fully paid. Shares shall be entitled to no dividend or other monetary return on contributed capital. Shares are subject to assessment for the reasonable capital needs of the Cooperative.

**Section 9.2 – Redemption.** Upon request following termination within a class of ownership that is not converted to another class of ownership, shares shall be redeemed only as replacement capital is provided by other owners. Such redemptions shall be at the amount paid in or the net book value of the shares less any amounts then owed by the owner to the Cooperative, and less a reasonable processing fee, if any, as determined by the Board. Reapplications for ownership within one year after full or partial redemption, shall be subject to repayment of redemption proceeds.

**Section 9.3 – Gifts of property interests.** A person whose ownership is terminated for any reason may make a gift to the Cooperative of any property interests to which he or she is entitled either by affirmatively so designating in a communication to the Cooperative or by failing to claim such interest after the following procedures have been complied with:

(a) at any time after such interest would escheat to the state, the Cooperative shall provide at least sixty days prior notice of the proposed transfer to the Cooperative by first class or second class mail to the last known address of such person shown on the Cooperative's records and by publication in a newspaper of general circulation in the county in which the Cooperative has its principal office; and

(b) no written notice objecting to the proposed transfer is received by the Cooperative from such person or from someone acting on behalf of such person prior to the date of the proposed transfer. A person who fails to make such claim or provide such notice of objection shall be deemed to have made a gift of such interest to the Cooperative as of the effective date of such transfer.

**Section 2.7 – Non-transferability.** Ownership interests may not be sold, assigned, or otherwise transferred. Any attempted transfer contrary to this section shall be wholly void and shall confer no rights on the intended transferee.

**Section 2.8 – Nondiscrimination.** In admitting owners and in its operations the Cooperative shall not discriminate on the basis of race, nationality, age, gender, sexual orientation, political opinion, disability, or other arbitrary basis.

**Section 2.9 – Settlement of disputes.** In any dispute between the Cooperative and any of its owners or former owners that cannot be resolved through informal negotiation, it shall be the policy of the Cooperative to use mediation whereby an impartial mediator may facilitate negotiations between the parties and assist them in developing a mutually acceptable settlement. No party with a grievance against the other shall have recourse to litigation until the matter is submitted to mediation and attempted to be resolved in good faith.

**Section 2.10 – Termination.** Ownership may be terminated voluntarily by an owner at any time upon written notice to the Cooperative. Ownership shall automatically terminate upon the death of an owner. Consumer ownership shall automatically terminate upon becoming regularly employed by the Cooperative, and worker ownership shall automatically terminate upon ceasing to be regularly employed by the Cooperative. Ownership may be terminated for cause by the Board, but only in good faith and under the following procedures:

(a) the owner shall be given at least fifteen days prior notice of the proposed termination and the reasons therefore by first class or registered mail; and

(b) the owner shall have the opportunity to be heard, orally or in writing, not less than five days before the effective date of the termination. Upon termination of ownership for any reason, all rights and interests in the Cooperative shall cease except for rights to return of capital pursuant to Article IX below.

## Article III: Meetings of Owners

**Section 3.1 – Annual meeting.** An annual meeting of owners shall be held in the fourth month following the close of each operating year or at such other time as is determined by the Board. The purposes of the meeting shall be to receive reports on the operations and finances of the Cooperative, to elect directors, and to conduct such other business as may properly come before the meeting.

**Section 3.2 – Special meetings.** Special meetings of owners may be called by the Board or by the President. A

special meeting shall be called as soon as practical after receipt of one or more petitions which specify a lawful purpose of the meeting and which are signed by the lesser of 350 owners or five percent or more of all owners.

**Section 3.3 – Place of meetings.** The Board shall determine the time and place of all meetings or, if the Board fails to do so, the President shall do so. Meetings shall be at a place convenient to owners and need not be at the principal office of the Cooperative.

**Section 3.4 – Notice.** Written notice of any meeting of owners shall be provided to each owner of record not less than ten nor more than sixty days prior to the date of the meeting. If not delivered by first class mail, such notice shall be provided not less than twenty days prior to the meeting. Notice may be provided by mail, by electronic transmission, or by other reasonable means. A notice of voting by written ballot shall include one or more ballots that set forth the proposed actions, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot or ballots to the Cooperative. A notice of an in-person meeting, including one in connection with voting by written ballots, shall state the date, time, place, and purpose or purposes of the meeting. Any business transacted at an in-person meeting of owners whose general nature was not described in the notice of the meeting shall be of an advisory nature only.

**Section 3.5 – Record dates.** Owners at the close of business on the business day preceding the distribution of notices shall be entitled to notice of any meeting of owners and to vote at such meeting.

**Section 3.6 – Quorum.** The presence in person, or when authorized by written ballot, at the opening of a meeting of the lesser of 350 consumer owners or five percent of all consumer owners as well as twenty percent of all worker owners shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of owners. A quorum established in whole or in part by written ballots as to one issue shall not establish a quorum as to another issue on the same or a different ballot. Meetings of owners shall be conducted in accordance with commonly accepted rules of parliamentary procedure.

**Section 3.7 – Voting.** At all meetings of owners each owner shall have one and only one vote on each issue submitted to a vote of owners. A consumer ownership standing in the names of two or more persons shall be entitled to only one vote. Voting by proxy shall not be permitted. In voting upon issues that would materially and adversely affect the voting rights or monetary interests of one class of owners over that of another class and in other circumstances determined by the Board, votes shall be cast by class. In such event decision of the issue shall require the affirmative vote of both classes of owners. In voting upon other issues, the votes of all owners shall be counted together to determine if the necessary vote has been achieved. Unless otherwise required by law, or by these bylaws, all issues shall be decided by majority of votes cast by written ballots and/or in person.

**Section 3.8 – Election inspectors.** In order to assure the fairness of all elections, the Board may appoint election inspectors. If such inspectors are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairperson of any meeting of owners may, and on the request of any owner shall, appoint election inspectors or persons to replace those who fail or refuse to act as such at the meeting. Election inspectors shall be so constituted and shall perform such duties in such a manner as required by law.

**Section 3.9 – Written ballots.** Voting by owners, including voting for directors, shall normally be conducted by written ballots delivered to the Cooperative by mail, in person, or, when authorized by the Board, by electronic means provided that the Cooperative can be reasonably assured of the authenticity of ballots. A written ballot delivered to the Cooperative may not be revoked. As to any particular issues the Board may authorize an in-person meeting of owners in conjunction with or in lieu of voting by written ballots. Such in-person meetings shall be conducted in accordance with commonly accepted rules of parliamentary procedure. References in these bylaws to meetings of owners shall be understood to include voting by written ballots in connection with or in lieu of an in-person meeting.

**Section 3.10 – Issues submitted by owners.** The Secretary shall cause notices of a meeting of owners to include any proper issue submitted by petition of 250 owners or three percent of all owners, whichever is lesser. Petitions must be received at the principal office of the Cooperative not less than ninety days before the date of the meeting at which they are to be presented to a vote of owners.

## Article IV: Board of Directors

**Section 4.1 – Powers.** Except as to matters reserved to owners by law or by these bylaws, the business and affairs of the Cooperative shall be directed and controlled in the interests of owners by the Board of Directors.

**Section 4.2 – Classification and qualifications.** The Board shall consist of six consumer directors and three worker directors. To be qualified as a director, a person shall have been an owner for at least six months prior to his or her nomination, shall be at least eighteen years of age, shall not have a proclivity for imposing a personal

agenda or disrupting the orderly functioning of the Board, and shall not have any overriding conflict of interest with the Cooperative. Immediate family members are prohibited from simultaneously serving as directors.

**Section 4.3 – Nomination.** Upon return of a completed application by the specified deadline, a candidate for a consumer director position shall be interviewed by the Nominating Committee. If the Nominating Committee does not recommend a candidate, the candidate is given a specified amount of time to generate and return to the Nominating Committee a petition signed by 100 owners. Worker owners shall nominate candidates for worker directors in any fair and reasonable manner of their choosing. The Cooperative shall provide all candidates reasonable and equal opportunity to communicate to owners their qualifications and reasons for candidacy and to solicit votes.

**Section 4.4 – Election and term.** Consumer directors shall be elected at or in connection with, the annual meeting of owners by having received the greatest number of votes. Worker directors shall be elected by worker owners in any fair and reasonable manner of their choosing. Directors shall serve terms of three years. The term of office of a director shall begin at the next Board meeting following his or her election. Each director so elected shall hold office until his or her successor is elected or until he or she resigns or becomes disqualified or is removed from office. Terms shall be staggered so as to facilitate one-third of director positions from each class of owners expiring in each year.

**Section 4.5 – Compensation.** Directors shall be reimbursed for reasonable expenses incurred in connection with the business of the Cooperative. Directors may receive compensation for services as directors only as approved at a meeting of the owners.

**Section 4.6 – Standards of conduct.** Directors are responsible at all times for discharging their duties in good faith, in a manner that they reasonably believe to be in the best interests of the Cooperative, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

**Section 4.7 – Conflicts of interests.** Directors shall be under an affirmative duty to disclose their actual or potential conflicts of interest in any matter under consideration by the Board or by a committee exercising any authority of the Board, and such interest shall be made a matter of record in the minutes of the meeting. A director or committee member having such an interest shall be permitted to make a statement with regard to the matter but shall not be permitted to participate in the discussion or decision of the matter.

**Section 4.8 – Contracts for profit.** During his or her term of office, a director shall not be party to a contract for profit or a loan or guarantee arrangement with the Cooperative differing in any way from the business relations accorded each owner or upon terms differing from those generally available to owners.

**Section 4.9 – Termination.** A director may be removed by action of owners of the class which elected the director, whenever such owners consider that the best interests of the Cooperative would thereby be served. A director who has permitted his or her eligibility to serve as a director to cease or flagrantly or repeatedly violated confidences, or brought the Cooperative into disrepute, or failed to attend three Board meetings over a twelve-month period, or otherwise repeatedly failed to meaningfully participate in Board activities shall be presumed to have resigned.

**Section 4.10 – Vacancies.** A vacancy among consumer directors occurring between annual elections may be filled by the Board until the next election of directors by the owners at which time the vacancy may be filled for the balance of the unexpired term, if any. Worker owners shall fill any vacancy among worker directors for the balance of the unexpired term.

**Section 4.11 – Indemnification.** The Cooperative shall as required, and may as permitted, by the Consumer Cooperative Corporation Law indemnify its directors and officers. Indemnification payments shall be made on a priority basis but only in such increments and at such times as will not jeopardize the ability of the Cooperative to pay its other obligations as they become due.

## Article V: Meetings of the Board

**Section 5.1 – Convening.** The Board may determine the times and places of regular meetings of the Board. Special meetings may be called by the President and shall be called upon request of any two directors. Meetings of the Board shall be held at least once every two months.

**Section 5.2 – Notice.** Regular meetings shall require no notice to directors, it being the responsibility of absent directors to make inquiry as to meetings that may be scheduled in their absence. Special meetings shall require written or oral notice to all directors. Written notice shall be delivered not less than four days before the date of the meeting and oral notices shall be given in person or by telephone not less than forty-eight hours before the time of the meeting. Notices of meetings of the Board shall also be posted in a prominent place in the Cooperative's store designated for Board or ownership matters, but the inadvertent failure to do so shall not affect the validity of the meeting.

**Section 5.3 – Quorum and voting.** The presence in person at the opening of the meetings of a majority of

directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise required by law or by these bylaws, two thirds majority of votes cast shall decide all issues. Meetings of the Board shall be conducted in accordance with commonly accepted rules of parliamentary procedure.

**Section 5.4 – Minutes.** Minutes of all meetings of the Board shall be posted in a prominent place in the Cooperative's store designated for Board or ownership matters, but the inadvertent failure to do so shall not affect the validity of the meeting.

**Section 5.5 – Action without a meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if one or more written consents to the action are signed by all directors and filed with the minutes of meetings.

**Section 5.6 – Open meetings.** Meetings of the Board and all committees shall be open to all owners of the Cooperative. Particular sessions of a meeting may be closed only as to issues of a particularly sensitive nature, such as personnel, real estate and legal matters. Owners may otherwise be excluded only for disruptive conduct.

## Article VI: Committees

**Section 6.1 – Executive Committee.** The Board may designate an Executive Committee which shall exercise authority of the Board only when it is impractical to assemble the whole Board. Such Committee may not take action with respect to fundamental policies, long-range planning or other actions prohibited by law. The Executive Committee shall be composed of the principal officers of the Cooperative. It may be convened by its chairperson or by any two of its members upon notice to all of its members and a quorum of not less than three persons. Any action of the Committee shall be reported to the Board at its next meeting. The functioning of the Executive Committee shall not be used to bypass full Board consideration of a significant issue nor operate to relieve the Board of its legal responsibilities in the oversight of the Cooperative.

**Section 6.2 – Nominating Committee.** No less than sixty days before the end of each operating year, the Board shall appoint a Nominating Committee to solicit, screen, and nominate candidates for expiring consumer director positions. The Nominating Committee shall consist of at least four owners of the Cooperative, including at least one owner who is not a director and one who is a director. The Committee shall nominate at least one candidate for each open position. No member of the Committee shall be eligible for nomination during the time of his or her service on the Committee.

**Section 6.3 – Other committees.** The Board may designate standing or special committees and appoint committee members to advise the Board and to exercise such authority as the Board shall designate. Any committee exercising any authority of the Board shall consist of at least two directors.

## Article VII: Officers

**Section 7.1 – Designation.** The principal officers of the Cooperative shall be President, Vice President, Secretary, and Treasurer. The Board may appoint other officers or assistant officers.

**Section 7.2 – Qualifications, elections, term and removal.** The principal officers shall be directors and no person shall hold more than one principal office. Officers shall be elected by the Board and shall serve for terms of one year or until election of their successors. No director shall hold the same office for more than six consecutive terms. Officers may be removed and replaced by the Board at any time whenever, in its opinion, the best interests of the Cooperative would thereby be served.

**Section 7.3 – Duties.** In addition to the duties set forth elsewhere in these bylaws, officers shall have the following duties and such additional duties as is determined by the Board:

- the President shall preside over meetings of the Board and owners, coordinate the activities of the Board, present an annual report to owners on the organizational affairs of the Cooperative, be an ex officio member of all committees, and as authorized by the Board, sign formal documents on behalf of the Cooperative. The President shall not by reason of the office be the chief executive officer of the Cooperative;
- the Vice President shall perform the duties of the President in his or her absence or disability and shall, as requested, assist the President in the performance of his or her duties;
- the Secretary shall execute affidavits of the giving of notices of meetings of the Board and of owners, shall oversee the keeping of minutes of the Board and owner meetings, shall authenticate records of the Cooperative as may be required, and as authorized by the Board, sign or attest to formal documents on behalf of the Cooperative; and
- the Treasurer shall monitor the financial affairs of the Cooperative and the filing of all required returns and reports, present an annual report to owners on the financial affairs of the Cooperative and, as authorized by the Board, sign formal documents on behalf of the Cooperative. The Treasurer shall not be the chief financial officer of the Cooperative.