



# BY-LAWS

of the

United Co-operative Society  
of Maynard



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# **BY-LAWS**

of the

## **United Co-operative Society of Maynard**



**As amended by the annual membership meeting  
March 21, 1959**





**UNITED CO-OPERATIVE SOCIETY  
OF MAYNARD**

**BY-LAWS**

**ARTICLE I**

**Name, Location, Purpose and Corporate Seal**

SECTION 1. The name by which this association shall be known is the UNITED CO-OPERATIVE SOCIETY OF MAYNARD.

SECTION 2. The principal place of business of this association shall be located in the Town of Maynard, County of Middlesex, Commonwealth of Massachusetts.

SECTION 3. The purpose for which this association is formed and the nature of the business to be transacted by it are as follows:

- A. To buy, sell, distribute, manufacture, raise and deal in every manner of groceries, provisions, agricultural and forest products, food stuffs, clothing, and commodities of every description.
- B. To acquire, hold, lease, operate, manage, develop, control, build, and maintain for the purpose of said business any real and personal property and any rights and privileges which the association may think necessary or convenient for the purpose of its business either directly or indirectly or through ownership of stock in any association or corporation.



- C. To purchase or acquire good will, rights, properties, and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, and to pay for same in cash, stocks, bonds, debentures, or other securities of this association or otherwise.
- D. To manufacture, repair, purchase, sell, and deal in agricultural and other machinery, tools, and appliances which are to be used in buying, selling, manufacturing, and dealing in the above materials.
- E. The association shall have all the powers and enjoy all the privileges granted by the laws of Massachusetts to associations and corporations organized under the General Laws and amendments thereof dealing with co-operative associations and societies.

SECTION 4. The official seal of this association shall consist of a circular die bearing the words "UNITED CO-OPERATIVE SOCIETY OF MAYNARD, INCORPORATED 1921, MASSACHUSETTS," and may be changed by the membership (stockholders) meeting whenever it deems such a change necessary.

## **ARTICLE II**

### **Membership**

#### **Eligibility and Application for Membership**

SECTION 1. Upon application and by approval of the Board of Directors, any person, regardless of age, sex or color, who is a patron of this association and who agrees to comply with its By-Laws and decisions may become a member of this association by purchasing at least one common share of capital stock. Associations and corporations may also become members in the same manner.



Although minors may own shares in this association, no one under eighteen (18) years of age shall have the privilege of voting.

### **Share Limit**

SECTION 2. The number of shares that may be held by one member is limited to forty (40) shares of common stock.

### **Voting Power**

SECTION 3. Each member (stockholder of one or more shares of common stock) in this association eighteen (18) years of age or over shall be entitled to one and only one vote in the association. Votes shall be given in person or in writing and not by proxy. No one person shall represent two interests. Persons holding one share of stock jointly shall be entitled to only one vote.

### **Membership Cancellation**

SECTION 4. The Board of Directors is empowered to expel any member who has been found to be detrimental to the association by redeeming shares owned by such expelled member at their par value.

## **ARTICLE III**

### **Capital Stock**

#### **Authorization of Share Capital**

SECTION 1. The authorized Capital Stock of this association shall be \$200,000.00 divided into 40,000 common shares of par value of \$5.00 each, non-assessable.

#### **Interest**

SECTION 2. Holders of common shares as of December 31st of each year shall be entitled to receive five percent (5%) interest per annum from the net earnings of the association, if earned. If



earnings are not sufficient to pay five percent (5%) per annum on common stock, then what earnings there are shall be distributed among the common stockholders at the nearest per mill rate.

### **Retirement of Common Stock**

SECTION 3. Any member may for valid reason bring his share certificates to the principal office of the association for resale. The Board of Directors shall act as transfer agent in the resale of shares of stock. Before selling any new stock in the association, the Board of Directors shall dispose of such stock as has been left with them by members for resale. The order in which such resale shall take place shall be as follows (and it shall be in such consecutive order within each group as shares have been left in the hands of the Board of Directors):

- A. Shares of members who have moved outside of the recognized trading area of the organization;
- B. Shares of deceased members (settlement shall be made with the legal representative of the estate of such a member);
- C. Shares of incapacitated members over sixty-five (65) years of age;
- D. Shares of incapacitated members under sixty-five (65) years of age;
- E. Shares of any other members.

### **Transfer**

SECTION 4. Transfers of the shares of this association shall not be binding until approved by the Board of Directors and until recorded upon the books of this association; and no transfer shall be completed until the old certificates have been endorsed and surrendered and a new certificate issued in the name of the purchaser.



## **Lien**

SECTION 5. This association shall have an absolute right to apply all shares of its common stock (and any dividends accrued thereon) owned by any member for the payment of any debt or charges owed by said member to this association.

## **Loss of Certificate**

SECTION 6. In case of loss or destruction of a certificate of shares, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction; and upon the giving of satisfactory security by bond, or otherwise, against loss to the association. Any such new certificate shall be plainly marked "DUPLICATE" upon its face.

## **ARTICLE IV**

### **Membership (Stockholders) Meetings**

#### **Meeting Times**

SECTION 1. The annual membership meeting of the association shall be held on the third Saturday in March, and the semi-annual meeting in September or October, in the Town of Maynard on such date and place as are fixed by the Board of Directors. A special meeting shall be called whenever the Board of Directors deems it necessary or if requested by a written petition by at least five percent (5%) of the total membership.

#### **Meeting Notice**

SECTION 2. Notices of all meetings shall be given thirty (30) days prior to the meeting, by newspaper advertising or posting of notices in the store. The business to be transacted at any special meeting must be stated in the official notice of such special meeting. Any other method of calling membership meetings shall be determined by the membership meetings.



## **Quorum**

SECTION 3. Fifty members (stockholders) shall constitute a quorum at all duly called membership meetings.

## **Election of Nominating Committee**

SECTION 4. The Nominating Committee shall be elected at each annual membership meeting. This committee shall be composed of five members, distributed as follows: four (4) from the general membership and one (1) from the Board of Directors. No more than one employee of the association may serve on the Nominating Committee.

The Nominating Committee shall serve also as an Election Committee.

## **Election of Directors**

SECTION 5a. At each annual meeting three members shall be elected to serve on the Board of Directors for a three year term or until their successors have been elected. If a vacancy occurs during the year, then an additional director is to be elected for the remaining term. No director who has served three successive three year terms shall be eligible for re-election until one year has elapsed.

The election of members to the Board of Directors shall be by secret ballot by plurality.

Three alternate members of the Board of Directors shall be elected also at each annual meeting; or if the membership meeting so decides, the candidates nominated but not elected shall be declared alternates. Alternate members shall be called to fill vacancies in the order of votes received. An alternate member, if called, shall serve until the next annual meeting, at which time enough regular members of the Board of Directors shall be elected to fill vacancies.

The transition from the electoral system previously in use to the system specified above shall take place as follows: In 1960 the three nominees



receiving the highest number of votes shall serve for three year terms and the two nominees receiving the next highest number of votes shall serve for two year terms. In 1961 the three nominees receiving the highest number of votes shall serve for three year terms and the nominee receiving the next highest number of votes shall serve for a one year term. Three nominees will be elected for three year terms in 1962 and each year thereafter.

### **Eligibility**

SECTION 5b. A board member shall be a regular patron-member of the association. No employee of the association shall be eligible to serve on the Board. No member of the Board shall be employed by the association except for special temporary duties, and not for longer than one month in any one year period and then only with the approval of the Board of Directors.

### **Election of Officers**

SECTION 6. In accordance with the Massachusetts Statutes, a Secretary-Clerk and a Treasurer shall be elected at the membership annual meeting to serve a term of one year or until their successors have been elected. The Secretary-Clerk shall be elected from among the members of the Board of Directors.

SECTION 7. With the exception of a motion for dissolution of the association the majority vote of all members present at any duly called meeting shall decide upon all business, unless otherwise provided by law.

### **Voting by Mail**

SECTION 8. Voting by mail on resolutions shall be allowed, in which case a written copy of the resolution upon which voting is in question shall be sent to each member. If a duly called membership meeting so decides, voting by mail



ballot for officers of the association shall be allowed, in which case an official ballot shall be sent to each member. Such votes and ballots shall be returned by each member to the Election Committee within the time specified. Such voting by mail shall be under the supervision of the Election Committee. Also, if a duly called membership meeting so decides, balloting periods for the election of officers of the association shall be arranged by the Board of Directors prior to the annual meeting. Such balloting periods shall be under the supervision of the Election Committee, and all ballots cast during such periods shall be delivered by the Election Committee to the annual meeting.

### **Budgets**

SECTION 9. The Board of Directors shall recommend to the annual membership meeting a budget designating the amount of money to be used for the redemption of share capital and a budget designating the amount of money to be used for Public Relations work.

### **Reports**

SECTION 10. To each regular membership meeting a report shall be presented by the Board of Directors, General Manager, the Treasurer and the Auditor. Such reports shall be posted upon the store bulletin boards and copies made available to members at least ten (10) days before the meetings.

### **Removals**

SECTION 11. Any director, officer or committee member may be removed from the office by a majority vote of the membership present and voting at any duly called membership meeting, after a petition of 25 or more members setting forth the charges upon which the demand for such removal is based. Notice of such proposed removal shall be included in the call for the meeting.



## Agenda for Membership Annual Meeting

SECTION 12. At all annual membership meetings the agenda shall include the following:

1. Call to order and submission of proof of notice of meeting
2. Election of officers for business meeting
3. Action on minutes of previous membership meeting
4. Report of Registration Committee
5. Reports:
  - A. Board of Directors
  - B. General Manager
  - C. Treasurer
  - D. Auditor
  - E. Discussion of and action on reports
6. Election of members to the Board of Directors, of officers and committees (unless such election has been performed prior to the annual meeting in accordance with Article IV, Section 8, in which case there shall be a report by the Election Committee on results of the balloting).
7. Action on procedure to be used in next election of members to the Board of Directors, of officers and committees (see Article IV, Section 8).
8. Selection of auditors
9. Unfinished business
10. Recommendations of Board of Directors
11. New Business
12. Adjournment



**ARTICLE V**  
**Board of Directors**

**Directors**

SECTION 1. The management of the affairs of this association shall be vested in a Board of nine Directors elected in accordance with the procedure described in Article IV. The Board of Directors are as a whole responsible to the association for the conduct of its business and for its property. They shall be sworn to the faithful performance of their duties.

**Duties of Directors**

SECTION 2. The Board of Directors shall in general supervise the affairs of the association, shall execute all orders of the membership meetings, shall see that all decisions of the membership meetings are complied with and that all business of the association is conducted in accordance with the General Laws, these By-Laws, the principles of Rochdale co-operation, and in the best interests of this association.

The duties of the Board of Directors shall include the following:

- A. To employ and dismiss a General Manager of the association and to determine his responsibilities, duties, and compensation;
- B. To decide upon matters of policy. The policies shall be in written form insofar as practicable. They shall, in particular, establish in writing the personnel policies of the association. They shall determine fiscal policies, including such matters as raising funds and retiring debt. They shall review these policies periodically, at least once per annum.
- C. To fix the amount of bond required of the General Manager, the Treasurer, and other personnel;



- D. To determine, in accordance with instructions of the membership meetings, what major lines or fields of production, distribution, and services are to be entered into by the association;
- E. To spread the knowledge of Rochdale cooperative principles and methods among the membership, to increase membership and patronage, and help to develop and maintain among the members loyalty to their association.
- F. To submit to the annual membership meeting complete and thorough reports on the administration and operation of the business and other activities of the association.
- G. To submit to the annual membership meeting a recommendation for the disposal of net savings in accordance with Article VII;
- H. To prepare, in accordance with these By-Laws, all matters to come before the membership meetings of the association.
- I. At their March meeting the Board of Directors shall declare a definite amount of money for the Public Relations Committee to carry on its program for the next fiscal year.

### **Officers and Committees**

SECTION 3. At the first meeting of the Board of Directors after the annual membership meeting, the Board shall elect or appoint from among its members a President and a Vice-President.

The Executive Committee shall be composed of the President, the Vice-President, the Secretary-Clerk and the Treasurer as an ex-officio member.

The Board shall appoint the following committees from among its members as well as from among the members of the association provided that at least one Board member shall serve on each of these committees:



- A. Operating and Finance Committee
- B. Personnel Committee
- C. Public Relations Committee of nine members
- D. Any other officers or committees deemed necessary or desirable

These officers and committees shall hold office until their successors have been elected from or appointed by the Board.

The President or Vice-President may be removed from office with or without cause at any regular or special meeting of the Board by a two-thirds majority vote of the entire Board. Any committee-member may be removed by a majority vote of the directors present at any Board meeting. The Board may appoint from among its members or the membership of the association a recording-secretary for a one year term to assist the Secretary-Clerk in a manner to be specified by the Board.

#### **Board Meetings, Quorum, etc.**

SECTION 4. The Board of Directors shall hold its regular meetings once each month and special meetings as often as may be necessary upon call of the President or the Secretary. A majority of the directors shall constitute a quorum at any duly called meeting. At the meetings of the Board of Directors each member shall have one vote only, but in case of a tie the President shall have an additional deciding vote unless otherwise specified by these By-laws a majority vote of the directors present shall decide upon all business except that a two-thirds majority vote of the entire Board shall be required to dismiss the General Manager.

All official resolutions of the Board of Directors and minutes of the meetings shall be signed by the President and the Secretary-Clerk. At each regular monthly meeting of the Board the



General Manager shall be required to submit operating statements for the preceding month and to report on other current and pending business. Such reports shall be noted and filed by the Secretary-Clerk.

### **Vacancies**

SECTION 5. If any member of the Board of Directors is absent without satisfactory reason from three consecutive meetings, or if he does not regularly patronize the retail services of the association, he ceases to be an officer or director; and the Board shall declare him relieved of his position and shall call the next alternate in order to fill the vacancy.

### **Board Compensation**

SECTION 6. The rate of compensation paid to the members of the Board of Directors shall be determined by the membership.

## **ARTICLE VI**

### **Duties and Authorities of Officers and Committees**

#### **President**

SECTION 1. The President shall call to order all membership meetings and may preside at his discretion. He shall preside at all Board of Directors' meetings, shall sign and execute with the Treasurer all certificates of stock, deeds, leases, contracts and other documents where his signature is required on behalf of the association, and shall perform such other duties as may be required by the Board of Directors. He shall see that all rules, laws and orders are promptly observed. He shall be the sole conveyor of all instructions of the Board of Directors to the General Manager. He shall be an ex-officio member of all committees.



## **Vice-President**

SECTION 2. The Vice-President shall perform the duties of the President in case of his absence or inability.

## **Secretary-Clerk**

SECTION 3. The Secretary-Clerk shall be responsible for the recording of all proceedings of the membership and Board of Directors meetings, the execution of all correspondence in behalf of the Board of Directors and the performance of such other duties of the Secretary and Clerk as may be required by the Board of Directors.

## **Treasurer**

SECTION 4. The Treasurer shall be responsible for the safekeeping of all moneys, deeds, insurance policies, notes and other vouchers of indebtedness belonging to the association, and for the proper deposit of funds in the name of the association in a bank designated for that purpose by the Board of Directors. He shall also sign and execute with the President all certificates of stock, deeds, leases, contracts, and other documents where his signature is required in behalf of the association, and shall perform such other duties as may be required by the Board of Directors. The duties of the Treasurer may be given to the General Manager by decision of the annual membership meeting.

## **General Manager**

SECTION 5. The General Manager's duties shall be to supervise and manage the business operations of the association and to carry out all policies as directed by the Board.

- A. He shall arrange for the purchasing and selling of all necessary merchandise for the conduct of the business; arrange for necessary advertising and for services



needed in the lines of goods handled; determine a pricing policy for each branch of business of the association.

- B. He shall see that honest service is rendered to all customers.
- C. He shall hire and discharge all employees of the association.
- D. He shall supervise the work of all employees and see that the rules and orders of the Board of Directors are carried out by employees.
- E. He shall see that correct books are kept of the business of the association and shall prepare for the Board of Directors such monthly reports as are required by Article IV, Section 4.
- F. He shall recommend to the Board of Directors any changes in policies or plans for expansion which he may deem beneficial. Without the consent of the Board of Directors, he shall have no authority to open new departments or branches, nor to advertise as for sale or to sell any machinery or equipment or real estate owned by the association.
- G. He is responsible to the Board of Directors for all properties in his possession belonging to the association.
- H. He is required to furnish such bonds to insure faithful discharge of his duties as General Manager of the association as will be required by the Board of Directors.

### **Executive Committee**

SECTION 6. The Executive Committee shall meet when necessary to act on current business between regular meetings of the Board of Directors when it is impracticable to assemble the entire



Board of Directors. The decisions of the Executive Committee shall be reported to the next Board meeting and shall be subject to the approval of the Board.

### **Duties of Committees**

SECTION 7. The duties and powers of the Committees appointed by the Board shall be as prescribed by the Board.

### **Meeting Attendance Fee**

SECTION 8. Compensation, if any, for participating in the activities of the various committees listed in this article shall be at the jurisdiction of the Board of Directors and declared annually at the first Board meeting after the Annual Membership Meeting.

### **Nominating Committee**

SECTION 9. The Nominating Committee shall secure two candidates for each vacancy for the election to the Board of Directors: shall publish or at least post on the Co-op Bulletin Board two months before the election day a Notice of Election Day, time and place with the slate of candidates proposed by the Nominating Committee. The Nominating Committee shall be responsible for ascertaining that the nominees meet the qualifications set forth in Article IV Section 5b.

Further nominations may be made by a petition signed by any 25 members of the Co-operative and shall be presented to the Nominating Committee not later than thirty (30) days prior to the annual meeting. The names of candidates running on petition shall be placed on the ballot as extra candidates and designated "on petition".

The Nominating Committee also shall fulfil the duties of the Election Committee.



## **Election Committee**

SECTION 10. The duties of the Election Committee shall be as follows:

- A. In the case of voting by mail (see Article IV, Section 8) the Election Committee shall be responsible for preparing and distributing the ballots, counting the ballots and announcing the results of the balloting at the membership meeting.
- B. In the case of balloting periods (see Article IV, Section 8) the Election Committee shall be responsible for preparing the ballots, supervising the balloting period, counting the ballots and announcing the results at the membership meeting.

The Election Committee shall see that all ballots are saved until the next annual membership meeting.

## **ARTICLE VII**

### **Fiscal Period, Inventories and Auditing**

#### **Fiscal Year**

SECTION 1. The fiscal period of this association shall be the calendar year. (It is permitted to begin and end at the nearest week ending before or after January 1st.)

#### **Audit**

SECTION 2. The books of the association shall be audited and inventories verified by a competent auditor or auditors selected by the members at the Annual Membership Meeting.

#### **Auditor's Report**

SECTION 3. The Auditor shall prepare at least four complete written copies of the audit reports (a copy to be given to the President, the secretary,



the treasurer and one for office filing). At the regular membership meeting the audited financial statement, including the balance sheet and operating statement, for the preceding fiscal period shall be presented by the Auditor or by Treasurer.

## **ARTICLE VIII**

### **Distribution of Net Savings**

#### **Determination of Net Savings**

SECTION 1. Within three months after the end of each fiscal year the difference between the total sales and the total cost of doing business, including interest cost, shall be determined by a competent auditor officially selected by the membership meeting. This difference will be designated as the net savings for the year.

#### **General Reserve**

SECTION 2. This reserve is intended to be used for the protection of the association in the event of unforeseen losses, for the expansion of the association, and for any program of social welfare or insurance or other development.

#### **Distribution of Net Savings**

SECTION 3. Following the close of each fiscal year, the net savings for the year shall be distributed in the following manner and order, until it has been entirely distributed:

- A. Fifteen percent of the net savings shall be allocated to the general reserve. An appropriate portion of the net savings shall be set aside for the payment of income taxes on the amount so allocated.
- B. Out of the remainder of the net savings, dividends shall be paid on capital stock at the rate of five percent. Should the net savings be insufficient to allow paying a



five percent dividend, then the dividend rate shall be less than but as close to five percent as is possible. An appropriate portion of the net savings shall be set aside for the payment of income taxes on the amount paid out in dividends.

- C. The balance of the net savings, after deduction of reserves, dividends, and income taxes thereon, shall be distributed as patronage refunds, subject to the limitation that the patronage refund rate shall not exceed the rate of net savings expressed as a percent of total sales, and provided (1) that the patronage return rate shall be rounded to the nearest tenth of one percent, and (2) that the patronage return may be waived by action of a membership meeting if the rate of the return would be less than one half of one percent.
- D. Any residue of the net savings, after compliance with the preceding paragraphs of this section, shall, after deduction of income taxes, be allocated to the general reserve.

### **Patronage Records**

SECTION 4. The total upon which the patronage return of each patron shall be based, shall be determined as follows:

The association shall issue and patrons shall be encouraged to retain receipts (herein called patronage slips) for all purchases made from the association. Prior to the declaration of a patronage return applying to any period, a placard notice shall be prominently displayed in all stores of the association asking all members and patrons to turn in to the officially designated place or places during the month of January the patronage return slips applying to purchases made by patrons during the preceding year and for that period only. The Board



may at its discretion require that such slips be totalled or otherwise tabulated or grouped prior to submission thereto.

### **Manner of Distribution of Patronage Returns**

SECTION 5. The patronage return payable to each patron shall be that fraction of the amount available for patronage refunds (under Section 3 of this Article) which the total of the patronage return slips which he submitted to the Board in accordance with the previous section is of the total of all slips so submitted. At their discretion the Board of Directors may recommend to the membership that payment be made in cash, in the form of certificates of indebtedness or in the form of credit to be applied against such certificates of indebtedness later to be issued, in the form of merchandise certificates redeemable in trade with the association, or in the form of credits toward purchase of shares of capital stock, or in any combination of these forms. The method of payment shall be decided by the membership meeting. Cash patronage returns declared to members and not collected within three months after notification is sent to members will be credited toward shares of capital stock unless otherwise ruled by the Board of Directors. Non-members shall be eligible for all patronage returns, but such payments may be recorded as stock subscriptions and held in the books in individual subscription accounts until the account accumulates to five dollars. At that time the association shall ask the patron to submit an application for membership, and upon approval by the Board, the patron shall become a member of the association and shall receive a share of the voting stock of the association. If the Board should reject the application for membership, the patron shall receive the amount accrued in his account in cash. Stock subscription accounts which have not accumulated to five dollars, and to which no credits have been applied for a period of two years, shall be transferred to donated surplus.



## ARTICLE IX

### General Provisions — Trading and Loans

#### General

##### SECTION 1.

- A. Trading shall be done on a cash basis, except when not consistent with ordinary trade practices and then upon terms approved by the Board of Directors.
- B. Quality of merchandise handled shall always be first considered.
- C. In purchasing, preference shall be given to co-operative enterprises so far as they are able to supply the demand.
- D. Service, and prices on goods, shall be the same to all, whether members, non-members, members of the Board of Directors, or employees of the association, etc.
- E. In setting selling prices on goods, prevailing market prices of the vicinity shall be followed as far as possible.
- F. The Board of Directors shall be empowered to set wholesale prices on goods sold in large quantities, and all consumers are entitled to such advantages on the same terms.

#### Loan Limit

SECTION 2. The Board of Directors shall be authorized to borrow money for the association, whenever it can be used to the advantage of the association, provided that the total amount of loans shall not exceed the total amount of capital stock paid in. This provision does not apply to mortgage loans on real estate.



## **Regulation on Gifts**

SECTION 3. If any officer or employee, charged with the duty of purchasing goods or services, shall receive any discount, commission, bonus or other gift in consideration of such purchases or by virtue of his position, such returns shall be the property of this association; and if such person shall willfully withhold these returns or convert them to his own use, he shall be removed from his office or dismissed from the service.

## **Nepotism**

SECTION 4. All employees, actual or prospective, shall stand strictly upon their own merits, and no preference or favoritism shall be shown because of personal friendship or relationship to the members, directors or manager.

## **ARTICLE X**

### **Dissolution**

SECTION 1. In order to bring a motion for dissolution of the association before the membership meeting, it must be brought to the attention of the members together with a call for such a meeting for which the proposal has been made thirty (30) days prior to the meeting. Such motion shall require a three-fourths vote of all members present at such a meeting in order to be adopted. In case of adoption of a resolution for dissolution of the association, the same meeting shall decide as to how the balance of the assets, after all liabilities have been covered, shall be disposed of.

SECTION 2. In case it is decided to dissolve the association, no funds accumulated from the net earnings shall be returned to the members (stockholders) on the basis of shares owned. Such funds may be transferred to some other co-operative enterprise, or used for promoting co-operative



ideals locally or generally; or contributed to The Co-operative League of the United States, or to some organization interested in the advancement of co-operation of which this association is a member. If it is not possible to use these funds for co-operative purposes, they may be used for the common welfare of the local patrons of this association. The membership meeting which dissolves the association shall specify definitely where and how these funds are to be used after all financial liabilities have been discharged and after all the outstanding capital stock has been redeemed.

## **ARTICLE XI**

### **Amendments**

SECTION 1. These By-Laws may be amended by a majority vote of all members (stockholders) present at any regular or special meeting of the association, provided that motions for such amendments have been brought to the attention of the members together with the notice of such meeting thirty (30) days prior to the meeting.



## **THE ROCHDALE PRINCIPLES OF CONSUMER COOPERATION:**

- 1. Democracy of control: Each member one vote.**
- 2. Limited returns on capital: Not more than the current legal rate of interest paid.**
- 3. Savings-returns: If a surplus-saving accrues from the difference between the net cost and distribution price, it shall be returned to patron members in proportion to their patronage.**
- 4. Unlimited membership.**
- 5. Cash business.**
- 6. Allocation of funds for cooperative education.**
- 7. Neutrality in political, religious, and other controversial subjects.**
- 8. Federation of cooperative societies.**
- 9. Expansion into other fields of service.**





## **KEY TO THE COOPERATIVE EMBLEM**

**THE PINE TREE** is the ancient symbol of endurance, fertility and immortality and is used to bring out the enduring quality of cooperation.

**TWO PINE TREES** show the need for mutual cooperation.

**THE CIRCLE** formed by the roots of the trees is an age-old symbol of eternal life. It also represents the world of which cooperation is a part and which depends upon cooperation for its existence.

**THE GREEN COLOR** is the life principle of nature—chlorophyl.

**THE GOLDEN YELLOW** background represents the sun, the giver of light and life.