

Grassroots Grocery Advisory Council By-Laws

(Article XIX of the Community Cultivators By-Laws) – Final Revision

ARTICLE XIX GRASSROOTS GROCERY

Section 1. Name: Grassroots Grocery, a project created and authorized by the Community Cultivators (501(c)(3)), shall be governed by a special Committee of the Community Cultivators, known and hereinafter referred to as the Advisory Council.

Section 2. Number and Qualifications: The Advisory Council shall consist of nine (9) to thirteen (13) members of Grassroots Grocery. To qualify as a member of the Advisory Council, a person shall be a member of the Store in good standing. Store employees shall not serve on the Advisory Council.

Section 3. Nomination, Election, and Terms: Advisory Council Members shall be elected to three (3) year terms, to be voted upon during Annual Membership Meetings. Advisory Council members may nominate themselves or be nominated by any member of Grassroots Grocery.

Section 4. Powers and Duties: Except the annual election of Advisory Council Members by the Grassroots Grocery general membership and amendments to these By-Laws, the Advisory Council shall have full authority to manage the business and affairs of the Store. The duties of the Council shall include, but not be limited to: overseeing the main operations and finances of the Store; establishing policies to guide operational decisions; engaging a general manager and monitoring and evaluating his or her performance; securing good conditions of employment and reasonable employee benefits; and assuring that the purpose and mission of the Store are fulfilled.

Section 5. Removal of Advisory Council Members and Assumption of Duties by Membership: During meetings of the Grassroots Grocery membership, members shall have the opportunity to remove a Council Member that is not performing his or her duties, as well as to assume control of duties that may otherwise normally be conducted by the Advisory Council. Any such proposal must be put to membership referenda and passed by a simple majority of members in order to be placed on the Annual Meeting Agenda. During the Annual Meeting, such proposals shall be voted upon, whereby a two-thirds (2/3) majority vote of membership will be necessary to pass the motion.

Section 6. Committees: The Advisory Council may create special or standing committees to provide information and guidance to the Advisory Council on all matters concerning the Store. Each committee shall consist of at least one voting member of the Advisory Council and an appropriate number of members as determined by the Advisory

Council. Each Committee shall have Officers designated by the Chairperson of the Advisory Council, to include a Chairperson and, if deemed necessary, a Vice-Chairperson to serve in the absence of the committee's Chairperson. Membership of such committees shall be appointed by the Chairperson of the Advisory Council with the advice of the Advisory Council and the Officers of the Committee.

Section 7. Meetings: The Advisory Council shall meet periodically to discuss and decide issues related to store operations, finances, and any other matters of import. The frequency, times, and location of the meetings shall be determined by the Advisory Council, but shall occur no less than once per quarter.

Section 8. Notice: Regular meetings of the Advisory Council should be set so that no notice is required; however, in instances of special or rescheduled meetings, a notice of at least 48 hours shall be required before holding a meeting.

Section 9. Quorum and Decisions: A quorum of at least 50% of the currently serving members of the Advisory Council shall be required to hold a meeting of the Council. Unless otherwise indicated herein, the vote of a majority of the members of the Advisory Council present at a meeting shall constitute an act of the Advisory Council. In the event of a tie vote, Council members shall reach out to absent Council members to vote *in absentia*; in the event of a tie vote with a full board present, council members shall reach out to the President of the Community Cultivators for his/her vote.

Section 10. Officers: The Advisory Council shall elect a Chairperson, a Vice-Chairperson, and a Secretary annually. Financial tasks will be completed by the Community Cultivators' Treasurer; if not otherwise elected or appointed, the Treasurer of the Community Cultivators shall serve as an *ad hoc*, nonvoting member of the Advisory Council.

Subsection 10a. The Chairperson of the Council: The Chairperson shall preside at all meetings of the Advisory Council. He or she shall have such other powers and duties as may from time to time be prescribed by the Advisory Council.

Subsection 10b. The Vice-Chairperson of the Council: In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Advisory Council.

Subsection 10c. The Secretary of the Council: The Secretary shall keep the minutes of the meetings of the Advisory Council in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall keep a register of the contact information of each member of the Advisory Council which shall be furnished to the Secretary by such Advisory Council Members; and shall in general perform all duties incident to the office

of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Advisory Council.

Section 11. Amendment: Amendments to these By-Laws may be recommended by majority vote of the Grassroots Grocery Advisory Council to the Board of Directors of the Community Cultivators. That governing Board shall have the ultimate authority to amend or supplement this document, in accordance with its own By-Laws and any applicable local, state, or federal statute.