

# BYLAWS OF THE HANOVER CONSUMER COOPERATIVE SOCIETY

## REVISED MAY 1, 2022

### ARTICLE I

## Organization

#### SECTION 1.

**Name.** The name of this organization is the Hanover Consumer Cooperative Society, Inc., a cooperative organized pursuant to the New Hampshire Consumers' Cooperative Act and hereinafter referred to as "the Cooperative."

#### SECTION 2

**Cooperative Values and Principles.** The business and affairs of the Cooperative shall be conducted in accordance with the Cooperative Values and Principles as promulgated by the International Cooperative Alliance.

### ARTICLE II

## Business Practices

#### SECTION 1.

The purposes of the Cooperative are to meet the needs of its Members on a cooperative basis and to support and promote the cooperative movement.

#### SECTION 2.

Non-Members may purchase goods from the Cooperative, but a non-Member shall be entitled to patronage refunds only as credit towards the purchase of ten shares of Class A Common Stock.

### ARTICLE III

## Membership

#### SECTION 1.

**Becoming a Member.** A person, of eighteen (18) years of age, or an entity may become a Member of the Cooperative:

- a. Upon full payment for ten (10) shares of Class A Common Stock; or
- b. Upon being credited with patronage refunds sufficient to buy ten (10) shares of Class A Common Stock, and
- c. By satisfying all other requirements provided in these Bylaws, the Cooperative's Certificate of Organization, and as may be required by law.

#### SECTION 2.

**Membership Defined.** The Membership shall consist of all the Members of the Cooperative.

#### SECTION 3.

**Withdrawal from Membership.** At such time as a person or entity fails to meet any of the requirements of becoming a Member the person or entity shall cease to be a Member. A person or entity may be removed as a Member pursuant to NH RSA 301-A:20 or as otherwise allowed by law.

#### SECTION 4.

**Presentation of Bylaws.** A copy of these Bylaws shall be given to each Member upon becoming a Member, and the Member shall be notified of the significance of the constructive consent provision of Section 5, below.

#### SECTION 5.

**Constructive Consent of Members.** Each person who hereafter applies for and is accepted as a Member of the Cooperative and each Member of this Cooperative on the effective date of this Bylaw, who continues as a Member after such date shall, by such act alone, consent that the amount of any distributions with respect to his or her patronage occurring after the date of adoption of this Bylaw, which are made in written notices of allocation (as defined in Section 1388 of the Internal Revenue Code) and which are received by the person or Member from the

Cooperative, will be taken into account by the person or Member at their stated dollar amounts in the manner provided in Section 1385 (a) of the Internal Revenue Code in the taxable year in which such written notices of allocation are received by the person or Member.

SECTION 6.

Shares Non-assessable. No Member of the Cooperative may be held liable for the debts of the Cooperative beyond amounts credited towards Membership shares.

ARTICLE IV

## Rights of Members

SECTION 1.

Membership Control. The Members shall elect a Board of Directors to administer the affairs of the Cooperative. Through these Bylaws, the Members delegate to the Board of Directors certain powers and responsibilities but retain for the Members the power and the right to amend the Bylaws and the Certificate of Organization and such other rights and powers as expressly provided herein and in the Certificate of Organization or as provided by law.

SECTION 2.

Regular Meetings. The Cooperative shall have one (1) or more regular meetings during the year. One regular meeting shall be designated the "Annual Meeting" of the Cooperative and shall be held within four (4) calendar months following the end of the immediately preceding fiscal year. In advance of the Cooperative's fiscal year the Board may designate such other date(s) as a regular meeting for the coming fiscal year.

SECTION 3.

Special Meetings. Special meetings may be called by a majority vote of the Board of Directors and must be called whenever a petition for such a meeting, signed by at least ten (10) percent of the Members, is presented to the Board.

SECTION 4.

Conduct of Meetings. Except where the Bylaws and Certificate of Organization otherwise provide, Robert's Rules of Order, as revised, shall govern at regular and special meetings.

SECTION 5.

Rights, Responsibilities and Limitations of Membership. Every Member shall have an equal right to participate in Membership meetings, to have one (1) vote in all elections, to attend meetings of the Board of Directors as provided herein, and to share in the distribution of net savings as provided in these Bylaws. Membership approval shall be required of any decision of the Board involving commitments of sums in excess of four percent (4%) (in the aggregate) of the previous fiscal year's gross annual sales, an enactment or amendment of the Bylaws or the Certificate of Organization.

SECTION 6.

Board Candidacy. Any Member who meets the qualifications noted in Article V of these Bylaws and the legal requirements of the states in which the Cooperative's operations exist may seek to be a candidate for the Board of Directors.

SECTION 7.

Voting. Decisions to be made by the Members, including the election of the Board of Directors and the amendment of the Bylaws or the Certificate of Organization, shall be by a vote of the Membership held in connection with a regular or special meeting of the Membership. The voting shall be conducted during a period of between three (3) and thirty (30) days as determined by the Board. Each Member shall have one (1) vote and only one (1) vote.

SECTION 8.

Method of Voting and Notice of Meetings. The Board of Directors shall determine the method by which Membership voting is conducted, which may include electronic ballot, paper balloting, or both, provided that there are reasonable opportunities for all Members to vote. Voting by proxy is prohibited. Notice of the voting shall be sent to each Member via the last known electronic or postal address at least ten (10) days prior to the meeting and as required by law.

## SECTION 9.

**Quorum.** In order for any election of Directors or voting by Members on other matters to have effect, valid ballots from least five hundred (500) Members, as certified by the Board, must be received by the end of the voting period (“a quorum”). In the event that a quorum is not achieved, no votes or actions on substantive matters shall be valid, though procedural actions may be taken. The President or other presiding officer shall declare the meeting closed. The Board shall call a special meeting to be commenced on a date no more than forty-five (45) days from the close of a meeting lacking a quorum, to take up the agenda items of the closed meeting. This process may be repeated at the discretion of the Board until a quorum is established. Directors whose seats were up for election shall remain seated until replaced by duly elected Directors. Should a vacancy occur before a successor Director is duly elected and qualified, the Board shall have the right to fill such a vacancy by appointment as per Article V, Section 7.

## SECTION 10.

**Access to Information.** The Cooperative shall make its Annual Report available to the Members at its annual meeting as provided by NH RSA 301-A:31. Upon request, a Member shall have access to the books and records of the Cooperative to the extent provided by law.

## ARTICLE V

## Board of Directors

## SECTION 1.

**Composition of the Board.** The governance of the Cooperative shall be vested in a Board of Directors which shall consist of twelve (12) Members of the Cooperative, each of whom shall be at least twenty-one (21) years of age. Directors shall be elected by the Membership during the voting held in connection with the Annual Meeting of the Cooperative. Directors shall serve three-year staggered terms so that the regular terms of four (4) Directors expire at the start of the first regular Board meeting following the election of Directors at which their successor is qualified to take office.

## SECTION 2

**Term Limits.** Consecutive three-year terms for any Director shall be limited to two (2).

## SECTION 3.

**Taking Office.** A duly elected or appointed Director shall take office at the later of (a) the first Board meeting following the Director’s election or appointment, or (b) the expiration of any notice period required by law for the licensing and authorization of any business activities conducted by the Cooperative.

## SECTION 4.

**Election of Officers.** At the first Board meeting following the election of Directors each year, the Board shall elect, from among its eligible members, a President, Vice President, Secretary, and Treasurer. Each Officer shall serve until a successor is duly elected and qualified.

## SECTION 5.

**Employees as Directors.** Provided they are also Members of the Cooperative, are duly elected or appointed, and do not report directly to the Board or the General Manager, a maximum of two (2) employees of the Cooperative may serve on the Board of Directors. No employee Director shall be eligible to serve as an Officer of the Board. No employee Director shall participate in the evaluation of the General Manager or in the determination of the General Manager’s compensation or benefits, nor shall they participate in that portion of executive sessions that involve personnel matters, except regarding the selection of the General Manager as provided below. Employee Directors may participate in executive sessions that do not involve personnel matters at the discretion of a majority of the non-employee Directors present and voting. Employee Directors may participate in the selection of a General Manager but may not participate in the determination of the General Manager’s compensation or benefits.

## SECTION 6.

**Duties and Disqualification.** Directors are fiduciaries of the Cooperative and shall at all times conduct themselves in a manner consistent with the Cooperative Values and Principles referenced in Article I Section 2 and with the Board’s written policies governing Board process. If a majority of the full Board determines that any Director is not properly discharging their duties to the Cooperative, the Director may be removed from the Board of Directors by a vote of the Co-op’s membership at a duly called meeting or by judicial action (NH RSA 293-A:8).

## SECTION 7.

**Vacancies.** The Board of Directors may fill by appointment any vacancy on the Board. An appointed Director shall serve through the next regular election, when the unexpired portion of the term shall be filled by election. The Board of Directors shall fill by election, from among its eligible members, any vacancy among the Officers.

## SECTION 8.

**Regular Meetings.** Regular meetings of the Board, on the call of the President and with due notice to the Directors and Members, shall be held at least quarterly. A simple majority of the fixed number of Directors required in these Bylaws shall constitute a quorum. Any Member of the Cooperative may attend any meeting of the Board of Directors and may, upon invitation of the presiding officer, participate in its discussions.

## SECTION 9.

**Executive Sessions.** The Board may conduct an executive session, closed to all but the Board and its invitees, upon a vote of two-thirds (2/3) of the Directors present specifying the matter or matters to be discussed in executive session. All binding decisions of the Board shall be made by recorded votes in open sessions.

## SECTION 10.

**Majority Rule.** Unless otherwise required by the Certificate of Organization, by these Bylaws or by law, a majority vote of the Directors present at a meeting at which a quorum has been satisfied shall be the act of the Board of Directors. Remote participation by a director or directors is allowed, provided that the director is able to cast a vote remotely.

## SECTION 11.

**Special Meetings.** The President may convene special meetings of the Board and shall convene such a meeting upon request of at least four Directors. A special meeting may be held only upon at least two (2) days' notice to all Directors, specifying the matters to be discussed.

## SECTION 12.

**Selection of the General Manager.** The Board shall select the General Manager who shall report to the Board and conduct the day-to-day business of the Cooperative. As the General Manager is an employee of the Cooperative, they shall be eligible to participate in all employee benefits and shall be subject to all employee and board policies. If there are conflicting policies, the board policy shall prevail.

## SECTION 13.

**Fiscal Year.** The fiscal year of the Cooperative shall be as established by the Board.

## SECTION 14.

**Annual Audit.** The Board shall engage a certified public accounting firm to conduct an annual audit of the financial records of the Cooperative to ascertain whether they conform to Generally Accepted Accounting Principles.

## SECTION 15.

**Indemnification.** To the extent allowed by law, the Cooperative shall indemnify and reimburse each present, past, and future Director for any claim or liability (including expenses and attorneys' fees actually and reasonably incurred in connection therewith) to which such person may become subject by reason of being a Director.

## ARTICLE VI

## Duties of Officers, Executive Committee, and General Manager

## SECTION 1.

**President.** The President shall preside at all Membership and Board meetings, sign and execute (or provide a signature for facsimile reproduction), with the Treasurer, all shares of stock. The President shall sign such other documents as required on behalf of the Cooperative and shall perform any other duties required by the Board.

## SECTION 2.

**Vice-President.** The Vice-President shall perform the duties of the President when the President is unable to do so. Should the President and the Vice-President both be absent from a Membership or Board meeting, the Officers and Directors present shall elect one from among themselves to preside at the meeting.

## SECTION 3.

**Secretary.** The Secretary shall attend all meetings of the Membership and of the Board of Directors and shall be responsible for recording the names of all Directors present, all votes and proceedings of each meeting, and the minutes of their proceedings, or designate such a person to do so. The Secretary shall keep, or cause to be kept, the records, documents and other papers of the Cooperative in such a manner and for such purposes as the Board may require.

## SECTION 4.

**Treasurer.** The Treasurer shall attend all meetings of the Membership and of the Board of Directors, shall present reports at such meetings as requested by the Board, and shall sign with the President all certificates of stock.

## SECTION 5.

**Executive Committee.** The Executive Committee, consisting of the President, the Vice President, the Treasurer, and the Secretary, may act on current business of the Cooperative in emergency situations when it is impossible to convene a quorum of the Board within the two-day notice period as required in Article V, Section 11. All decisions of the Executive Committee shall be reported to the Board no later than at the next Board meeting and shall be subject to the approval of the Board as a whole.

## SECTION 6.

**General Manager.** The General Manager shall administer and supervise the business of the Cooperative and shall be directly responsible to the Board for the discharge of these duties.

## SECTION 7.

**Indemnification.** To the extent allowed by law, the Cooperative shall indemnify and reimburse each present, past and future Officer for any claim or liability (including expenses and attorneys' fees actually and reasonably incurred in connection therewith) to which such person may become subject by reason of being a Director.

## ARTICLE VII

## Capital

## SECTION 1.

**Stock.** There shall be authorized two (2) classes of stock in the Cooperative:

- a. Class A shares, which shall have a par value of five dollars, are shares issued by the Cooperative in consideration for becoming a Member of the Cooperative.
- b. Class B shares, which shall likewise have a par value of five (5) dollars, are shares issued only to Members as patronage refunds in lieu of cash payments. Class B shares may or may not have a fixed maturity date.
- c. The issuance of all shares shall be in compliance with the Cooperative's Bylaws and Certificate of Organization and with the laws of New Hampshire and the United States, including their securities laws and laws concerning consumer cooperatives.
- d. There shall be no fractional shares. Shares may be issued without certificate except as required by law.

## SECTION 2

**Dividends. Maturity Date.** There shall be no dividends paid on Class A or Class B shares. The Board of Directors may require that any Class B shares distributed as Net Savings (patronage refund) have a fixed maturity date. The maturity date shall be as determined by the Board of Directors prior to the distribution of the shares as patronage refund. The terms of share redemption upon maturity shall be as determined by the Board of Directors in place at the time of the share redemption.

## SECTION 3

**Call for Payment.** When the Board of Directors determines that the Cooperative has sufficient working capital, the Board may in its discretion call Class B shares for payment at par. The Board, in its discretion, may call Class B shares prior to their fixed maturity date and may elect to call only Class B shares having a specified maturity date and not call Class B shares of a different maturity date.

## SECTION 4

**Purchase of Shares.** Each person or organization before admittance into Membership of the Cooperative shall purchase and make full payment on ten (10) shares of Class A stock.

## SECTION 5

## Share Transfer and Redemption.

- a. Except as provided in these Bylaws or as required by law, shares in the Cooperative are transferable only upon the approval of the Board of Directors.
- b. Any Member desiring to withdraw from Membership must inform the Cooperative in writing and tender for redemption all shares owned by the Member. The Board of Directors may in its discretion authorize the redemption of shares so tendered. The redemption proceeds shall equal either the par value or the book value of the stock, whichever is less.
- c. If the Cooperative does not, within sixty (60) days of the tender, purchase all or any part of the holdings tendered, the Member may dispose of the unpurchased interest elsewhere, subject to the approval of the transferee by a majority vote of the Directors. Any would-be transferee not approved by the Directors may appeal to the Members at their first regular or special meeting thereafter, and the action of the meeting shall be final. A vote of the majority of the Members voting at a regular or special meeting may order the Directors to exercise their redemption power or approve of the transferee.
- d. The Directors may use reserve funds to recall, at par value, the holdings of any Member in excess of the amount required for Membership.
- e. When a Member dies or, in the case of an organization, ceases to exist, or when a Member makes no purchases from the Cooperative for a period of three years, the Board of Directors may redeem shares owned by such Member at par value.
- f. Notwithstanding anything to the contrary in these Bylaws, no purchase or recall of shares shall be made by the Directors if it will impair the solvency of the Cooperative.

## SECTION 6

Unclaimed Shares. The Net Savings, patronage refund, share capital, and Membership interest of a person (or entity) in the Cooperative shall be placed in the reserve fund and shall revert to the Cooperative upon determination that it has been abandoned as provided by NH RSA 301-A.

## SECTION 6A

## Transitional Provisions Regarding Stock.

- a. The Board of Directors may offer and issue new Class B shares having a fixed maturity date (New Class B shares) to Members holding Class B shares as of May 1, 2017 (Old Class B shares). The maturity date shall be set by the Board of Directors, as shall all other terms of the exchange except as provided in these Bylaws. The offer shall be duly noticed to all Members at their last known address and the offer shall remain open for a period of time not to exceed five (5) years from the date of the offer.
- b. All Old Class B shares shall be cancelled upon a Member's acceptance of the Cooperative's offer of New Class B shares in exchange for Old Class B shares. At the end of the five-year exchange period all Old Class B shares which have not been exchanged for New Class B shares shall be cancelled and the holder of said Old Class B shares shall not receive any compensation of any kind in exchange for the cancellation of the Old Class B shares.
- c. This section 6A shall cease to be a part of the Bylaws on the fifth anniversary of the offer, the purpose of section 6A having been served.

## SECTION 7

Lien on Capital. The Cooperative shall have an absolute lien on the share or loan capital, and on the interest due thereon, of any Member or any subscriber to share capital for debts owned by said Member or subscriber to the Cooperative.

## SECTION 8

Reserve Fund. The Cooperative shall maintain a reserve fund consisting of an annual allotment of not less than ten percent (10%) of the net savings of the business for each year, contributions from individuals, confiscated capital of removed Members, and any other funds appropriated to it by action of the Board of Directors or the general Membership meetings; provided however, that in the event that said reserve fund exceeds thirty percent (30%) of both the paid-in and subscribed capital determined as of the end of the fiscal year, then the annual allotment to the reserve fund shall be determined by the Board of Directors. The reserve fund shall be the indivisible property of the Cooperative as a whole and shall not be depleted by payment of patronage refunds.

## ARTICLE VIII

## Distribution of Net Savings

## SECTION 1.

Division of Net Savings. Following the close of each fiscal year the Net Savings (as defined by the New Hampshire Consumer Cooperative Act RSA 301-A or its successor, “the Act”) for the year shall be allocated to all patrons in proportion to their patronage; provided that the Net Savings may be retained to expand the Cooperative’s services or to reduce charges to its Members or patrons. The Board of Directors shall apportion the Net Savings of the Cooperative in accordance with the Act.

## SECTION 2.

Manner of Distribution of Patronage Refunds. The Board of Directors shall first consider apportionment to the general reserve and/or to an educational reserve in accordance with the Act. The Cooperative shall distribute patronage refunds to patrons in cash, written notices of allocation, credit toward purchases at the Cooperative, or credit toward payment of Class A or Class B stock (if permitted by law and these Bylaws), subject to the limitations in sections 3 and 4 below.

## SECTION 3.

When necessary to meet the capital needs of the Cooperative, the Board may determine that up to eighty percent (80%) of an annual patronage refund shall be distributed to Members in the form of Class B shares or other written notice of allocation.

## SECTION 4.

A non-Member patron shall receive patronage refunds only in the form of Class A shares until such non-Member patron owns at least ten (10) such shares, and only then upon registering with the Cooperative and presenting satisfactory evidence of the applicable purchases. A subscriber patron shall receive patronage refunds in the form of credit to the patron’s account until the amount of capital subscribed for has been fully paid.

## ARTICLE IX

## Amendments

The Certificate of Organization and Bylaws may be amended by a two-thirds (2/3) vote of the Members voting as set forth in Article IV Section 7 of the Bylaws.

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