**PROPOSED AMENDMENTS TO GREENSTAR BYLAWS**
**- as recommended by Council (on 2/14/12) and submitted for a Membership vote in April 2012**
==========

## SET 1: *Should Section VI.A of the Bylaws be amended as follows? YES ___ NO ___*

VI. MEMBERSHIP RIGHTS AND AUTHORITY

A. The following shall be exclusive powers of the Membership:

1. Adoption, amendment or repeal of these Bylaws.

***new*** **2. Adoption or modification of the Mission Statement of the cooperative.**

*[Subsequent items to be renumbered accordingly.]*

## SET 2: *Should section VI.B.2 of the Bylaws be amended as follows?*

VI. MEMBERSHIP RIGHTS AND AUTHORITY

B. In addition, Membership Meetings shall have the authority to:

2. Act on any motion presented… by petition of at least 100 members in good standing, at least ~~45~~ **90** days prior to the Membership Meeting, provided it is consistent with these Bylaws,…and prudent fiscal management of the cooperative**, and in a form prescribed by Council**.

*[Also see separate changes to this section proposed in Set 8.]*

## SET 3: *Should section VI.D of the Bylaws be amended as follows? YES ___ NO ___*

VI. MEMBERSHIP RIGHTS AND AUTHORITY

D. **1. Upon request to the Council Secretary,** ~~M~~**m**embers ~~shall be provided a copy of these Bylaws (upon request) and reasonably adequate and timely information as to the organizational and financial affairs of the cooperative~~ **are entitled to accurate, timely and readily available information about governance of the cooperative, including these Bylaws and Council policies, as well as composition, meeting times, agendas and minutes of the Council and its committees**. ~~Members shall have access to the books and records of the cooperative at reasonable times and upon reasonable notice, for any proper purpose.~~

2. **Availability of Certain Financial Records for Member Review: Upon request to the Council Secretary, members are entitled to review approved budgets, quarterly and annual financial reports as submitted to Council, and any financial audits prepared for the cooperative.**

**3. Requests for Other Records**

**a. If members wish to review additional information, they may submit a written request to the Council (via the President or at a Council meeting), describing the requested information and the reasons for its review. The Council's decision to make such information available shall be binding.**

**b. If the Council first denies such a request, such denial shall be reported in the newsletter of the cooperative. Subsequently, upon submission of a petition, in a form as prescribed by Council (which form shall require the petition to state the reason(s) given for Council's denial), and signed by at least 200 members of the cooperative in good standing within 60 days of the date of written notice of such denial, two representatives of those members (so designated in the petition) may – for a proper and legal purpose that is set forth in the petition and is protective of the cooperative and its members (as**

**determined by the Council) – at reasonable times and upon reasonable notice, review additional records and/or accounts of the cooperative.**

**SET 4:** ***Should section VII.B of the Bylaws be amended as follows? YES ___ NO ___***

VII. MEMBERSHIP MEETINGS

B. Notification

1. Notice of the Annual Meeting and Special Membership Meetings shall appear…at least ~~60~~ **30** days prior to the meeting…

**SET 5:** ***Should section VIII.B.2.e of the Bylaws be amended as follows? YES ___ NO ___***

VIII. THE COUNCIL

B. Duties and Powers

2. The powers and duties of the Council shall include…

e. Maintaining **meaningful** communication with ~~members~~ **the Membership**, including issuance of annual financial reports**, providing thorough and timely information about the governance of the cooperative (e.g., regarding important pending decisions, new or updated policies, meeting times for Council and its committees), and offering frequent opportunities for feedback from members**.

**SET 6:** ***Should section VIII.H.14 of the Bylaws be amended as follows? YES ___ NO ___***

VIII. THE COUNCIL

H. Elections

14. Subject to the provisions of subsection **G.4, above, and subsection** ~~12~~ **15** , below, the five candidates receiving the highest number of votes shall be elected to three-year terms; if additional vacancies ~~exist at the time of the annual meeting~~ **existed as of the first day of March prior to the election**, they shall be filled by other qualified candidates…

**SET 7:** ***Should section IX.D of the Bylaws be amended as follows? YES ___ NO ___***

IX. COUNCIL MEETINGS

D. Notification

1. Written notice… day of the meeting. **Also, notice via email shall be provided to all Council members who request it, at least six days prior to the day of the meeting.** Time, location and agendas of all regular Council meetings shall be posted at least ~~five~~ **six** days in advance at the place(s) of business of the cooperative.

**5. All notices shall be accessible via the cooperative's electronic website.**

**SET 8:** ***Should sections VI.B.2, XIII.B.1 and XIV.B of the Bylaws be amended as follows? YES ___ NO ___***

VI. MEMBERSHIP RIGHTS AND AUTHORITY

B. In addition, Membership Meetings shall have the authority to:

2. Act on any motion presented to Council or **the** President of the cooperative by petition ~~of~~ **signed by** at least 100 members in good standing **within 60 days of the date of the first signature, which petition shall be presented** at least 45 days prior to the Membership Meeting…

*[Also see separate changes to this section proposed in Set 2.]*

XIII. REFERENDA

B. Initiation Process:

1. A referendum may be initiated by the Council, by a membership meeting or by petition ~~of~~ **signed by** at least 100 members in good standing. Such petition must be submitted to the President or at a meeting of Council, **within 60 days of the date of the first signature,** and shall be in a form prescribed by the Council.

XVI. RATIFICATION AND AMENDMENT OF BYLAWS

B. Proposals for amendment, repeal or replacement of the Bylaws shall be made by the Council or by petition ~~of~~ **signed by** at least 100 members in good standing **within 60 days of the date of the first signature.** Such a petition shall be presented to the President or at a Council meeting, and shall be in a form prescribed by Council or its designee.

**SET 9:** ***Should section XV.A of the Bylaws be amended as follows? YES ___ NO ___***

XV. DISSOLUTION

A. Procedure

The cooperative may be dissolved by the affirmative vote of at least two thirds of the members in good standing ~~present at~~ **participating in** a Special Membership Meeting called for that purpose. The quorum for such a meeting shall be ~~100~~ **200 members**, and **members who are present and members who cast valid** absentee ~~and written proxy~~ votes **(as prescribed by Section VII.E of these Bylaws,** shall be ~~accepted in meeting~~ **counted toward** that quorum.

**SET 10:** ***Should sections VII.E, VII.F, VIII.H (1, 6, 9, 10, 11), XIII.D (2, 6,7), XIV.H, and XIV.I of the Bylaws be amended as follows? YES ___ NO ___***

VII. MEMBERSHIP MEETINGS

E. Absentee Voting

Whenever a binding decision by the Membership is scheduled, the Council shall ensure that absentee voting is offered **in conjunction with, but not in place of, a Membership Meeting, and that members are able to deliver or mail absentee ballots to the place(s) of business of the cooperative. In addition, Council may provide for absentee voting via electronic means, as defined by Council policy** ~~at the place(s) of business, in conjunction with, but not in place of, a Membership Meeting~~ **Absentee voting shall be offered for a period of at least 30 days for Council elections, at least 21 days for Bylaws and referendum votes and at least 14 days for other purposes, which period shall include the Membership Meeting**. **To be valid, absentee ballots must be properly received prior to the end of the designated voting period.** The Council shall ensure that the **absentee** voting procedure **(including the handling of electronic votes)** is secure and fair**, that duplicate votes are avoided and that the secrecy of each person's vote is protected**.

F. Decision-Making Procedure

4. For items subject to absentee voting, voting at a Meeting shall also be by secret ballot, with all ballots **cast at the Meeting** to be deposited in the ballot box (according to the procedure set forth in Section VIII.H) and verified before any ballots are counted.

VIII. THE COUNCIL

H. Elections

1. Council elections shall be conducted annually~~;~~**.** ~~m~~ **M**embers may vote in person at the Annual Meeting, or by ~~leaving or mailing an~~ absentee ballot ~~to the place(s) of business of the cooperative~~ during the designated voting period **(see Section VII, E)**.

6. Ballots shall be available and prominently displayed in the place(s) of business for at least 30 days prior to the voting deadline, and**, at Council's discretion,** may be mailed to all members in

good standing prior to the beginning of the voting period **and/or made available for electronic voting**.

9. Each **non-electronic** ballot shall be placed (unsigned) in ~~the~~ **a privacy** envelope ~~provided~~ **(separate from any mailing envelope)**. The voter shall record membership card number, printed name and signature on the **privacy** envelope.

10. ~~Envelopes~~ **Ballots delivered or mailed to the place(s) of business, in their unopened envelopes,** shall be kept in ~~a~~ **one or more** locked **ballot** box**es** until the end of the voting period. The key to the ballot box**es** shall be in the custody of a suitable person designated by the Council.

11. At the end of the voting period, ballots submitted in person or by mail shall be examined, **and any votes cast electronically shall be reviewed,** by tellers appointed by Council~~, to~~**.** **Tellers shall** eliminate duplicates and invalid votes, and ~~counted,~~ **count the valid votes**. The secrecy of every person's vote shall be protected.

XIII. REFERENDA

D. Conduct of Referendum

2. ~~The voting period shall be at least three weeks.~~ Ballots shall be available ~~at the place(s) of business during this period and may be mailed to all members in good standing prior to the beginning of the voting period~~ **at the Membership Meeting with which the referendum is associated, and for absentee voting in the manner described in Section VII.E of these Bylaws**.

6. ~~Ballots may be delivered or mailed to the place(s) of business.~~

~~7~~ **6**. Each **non-electronic** ballot shall be placed (unsigned) in ~~an~~ **a privacy** envelope ~~provided~~ **separate from any mailing envelope)**. The voter shall record membership card number, printed name and signature on the **privacy** envelope.
*[Subsequent items in this subsection to be renumbered accordingly.]*

XIV. RATIFICATION AND AMENDMENT OF BYLAWS

H. In addition, absentee ballots allowing members to vote on the proposed change without being present at the Meeting shall be made available **in the manner described in Section VII.E of these Bylaws** ~~at the place of business, and may be made available by mail, at least three weeks prior to the end of the designated voting period~~.

I. Absentee balloting and in-person voting**, and the counting of votes,** shall be conducted in a manner ~~similar~~ **comparable** to that outlined herein for Council elections~~, to ensure that the procedure is fair. To be valid, absentee ballots must be properly received in a ballot box at the place of business or by mail, prior to the end of the designated voting period~~.