

Notice of Proposed Changes to the Bylaws of the Grain Train Natural Foods Cooperative—April 2019

Proposed bylaws are detailed below. Deletions are noted in ~~strikethroughs~~ and additions are presented in underlines.

If you have any questions concerning the bylaw changes, please e-mail them to membership@graintrain.coop

BOARD OF DIRECTORS: NOTICE, QUORUM AND APPROVAL

RATIONALE FOR CHANGES

The Board recommends these changes to the Bylaws to enable the Board to conduct its business more efficiently and expediently. The change to bylaw 5.9 clarifies the notice requirements for special meetings, and changes to both bylaws will allow the Board to conduct both special and regular meetings remotely using voice and video conferencing.

- 5.9 **NOTICE.** Directors shall receive notice of Board meetings seven (7) days before the meeting, except for ~~emergencies-special meetings~~ when the Board may meet to address ~~the emergency with immediate notice issues~~ needing action. Special meetings require 48 hours' notice, unless that notice is unanimously waived in writing. If all Directors do not waive 7 day notice~~are not notified of an emergency meeting~~, the board at its next regular meeting shall review and ratify any decisions made. The Board may conduct ~~emergency-special~~ meetings by ~~telephone, if any means~~ necessary.
- 5.10 **QUORUM AND APPROVAL.** The presence at a Board meeting of a majority of Directors then in office, whether physical or by other means, constitutes a quorum. A quorum is required to conduct business. To approve a proposal, a majority of Directors who vote on a proposal must vote in its favor, a quorum being present. A vote taken without a quorum is not valid and shall not be recorded in the minutes.