

## 2018 VALLEY NATURAL FOODS VOTER GUIDE

### Articles Changes

- Change “member(s)” to “member-owner(s)” in 31 places. We are updating the language to better reflect the relationship between the co-op and you, our owners.
- Article V Capital, Section I
  - Update the amount of authorized stock of the co-operative. We have over-issued Class B shares and updated the amounts of all classes of stock to ensure we can continue to grow for many years before reaching the limits we have established. A separate resolution regarding the over-issuance of Class B stock is also a part of the election materials.

### Bylaws Changes

- Change “member(s)” to “member-owner(s)” in 87 places. We are updating the language to better reflect the relationship between the co-op and you, our owners.
- Change “membership” to “ownership” in 10 places. We are updating the language to better reflect the relationship between the co-op and you, our owners.
- Change “manager” to “CEO” in 3 places. The changes are in Article IV Duties and Powers of Directors, Sections 1 and 2. We are updating the language to reflect the title we use in practice.
- Article I Meetings, Section 4 Voting
  - Add language to allow electronic voting by member-owners in a manner prescribed by the Board of Directors.
- Article I Meetings, Section 7 Order of Business, subpoint (c)
  - Change “Reading and disposing of all unapproved minutes” to “Approving or otherwise disposing of all unapproved minutes.” This change is to clarify that previous minutes will not be read at the annual meeting but will be available for member-owner approval.
- Article III Directors and Officers, Section 4 Compensation
  - Change to make all board position compensation a decision of the member-owners. Currently, the bylaws allow the board to set compensation for the secretary and treasurer. Made approval of reimbursements for board members a simple majority vote, rather than a four-fifths majority vote.
- Article V Duties and Powers of Officers, Section 1 President, subsection (b)
  - Add language to allow the board to designate a non-board member signer for legal matters.
- Article XI Sundry Provisions, Section 2 Amendments
  - Add language to allow for electronic voting for bylaws changes by member-owners.

### Ratification of Prior Issuances of Stock

A resolution authorizing previously issued Class B shares of stock that were in excess of the limits in the Articles of Incorporation. Class B shares are issued as the non-cash portion of the patronage refund to co-op member-owners.

### Board Compensation

A resolution setting board compensation per month at:

- \$200 for members at large
- \$300 for officers
- \$400 for president

Currently board compensation per month is:

- \$100 gift card for members at large
- \$150 gift card for officers
- \$200 gift card for president

The compensation change is to ensure fair compensation for board members for the hours of prep work they do outside of meetings and to cover actual expenses of attending meetings and conferences, including, but not limited to; child care, time off from work and transportation. Board members are taxed on their compensation yet are unable to set aside money for taxes when paid in gift cards. The update to compensation is to ensure that board members are provided fair compensation for their significant commitment of time and the responsibility of being stewards of our co-op.