



The Compost

**WILLIMANTIC
FOOD
CO-OP**

Vol. 37, Number 1

Annual Meeting Issue

**91 Valley Street
Willimantic, CT 06226
860.456.3611**

info@willimanticfood.coop

www.willimanticfood.coop

STORE HOURS:

Monday - Saturday
9:00am - 8:00pm

Sunday
9:00am - 6:00pm

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Member Benefits: What Does Membership Mean to You?

Alice Rubin

Our Co-op continues to thrive and grow. Our priority has been getting food in the back door and out the front door in an efficient and friendly way. We are doing this pretty well, and improving all the time. As our volume has grown, our wholesale costs have gone down, allowing us to lower prices on more items. We hope that this is a noticeable and welcome change.

We have put a lot of work into making the Co-op a good and fair workplace – improving communication and clarifying expectations, writing policy that keeps us all working together and on the same page. It is time consuming, but the investment in our workplace is worth it. We hope that your shopping experiences at the Co-op are always great – the staff is truly committed to great customer service.

One of the next projects is looking at our Member Benefits. Loretta Wrobel has written about our process around reviewing what we have now (see page 2), what seems worth keeping, and what should maybe get left behind. To do this well, we need to talk with our Member-Owners and get input into the idea of member-ownership and equity investment in the Co-op, and what that means. To accomplish that, we will be hosting regular Co-op Socials on the last Wednesday of the month from 5-7 pm, starting April 22nd. Come have a free coffee or tea and talk with some of the members of our management team, board and staff. We'd like to hear what being a member-owner of the Co-op means to you. We'd like to know your thoughts on what we are doing well and what we can do better. We'd like to answer any questions you have about membership and shopping at the Co-op. Help us do the best we can to serve our membership and community. 🌱

Alice Rubin is currently General Manager of the Willimantic Food Coop, and has worked here since 1984

SPECIAL ISSUE: COMPLETE CO-OP BY LAWS & PROPOSED CHANGES INSIDE

Willimantic Food Co-op

General Manager

Alice Rubin

Management Team

Penny Barton-Zuckerman

Financial Manager

Kristin Fortier

Front End Manager

Mark Giangrave

Produce Manager

Bruce Oscar

Facilities Manager

Steve Scanlon

Grocery Manager

Patty Smith

Operations Manager

Staff

Sasha Bajjo-Fournier

Jason Borga

Jonathan Campo

Susan Chasin

John Clark

Yani Toledo DeMicheli

Chris Demorit

Chris Dubis

Chad Dunnack

Garrett Fitzgibbons

Avery Gratton

Wendy Jakobowski

Alfredo Manteca-Cano

Emmett McMullan

Jeffrey Nash

Mario Perez

Jesse Ruiz

Kenny Saintonge

Paula Scharpf

Louisa Owen Sonstroem

Rita Tunador

Yuba Walker

Matthew Woodward

Andy Zhao

Board of Directors

Kirk Begg

Stephanie Golaski

Bryan O' Hara

Kathleen Krider

Matthew Kyer

Joanne Todd

Johnnie Walker

Manager Representative

Alice Rubin

Staff Representative

Chris Dubis

Newsletter

Amy Kalisher

Sasha Bajjo-Fournier

Alice Rubin

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Towards a More Inclusive and Welcoming Co-op *Loretta Wrobel*

A small, diligent group composed of management and staff has been scratching their brains and pondering how to make our Co-op more welcoming and responsive to the local community. The group examined the member benefits and the Co-op non-member surcharge policy to explore changes that lead to greater community involvement. This group also wants to bring more attention and awareness to the seven Cooperative Principles that make up the basic foundation of the store.

This fall, several working members and board members were invited to meet with the working group to give feedback. The fact that this group is seeking out input points to the openness and transparency that symbolizes the philosophy of the store.

At the Co-op, members have a voice in how the store is run, including electing the board of directors. Members can be working members and earn a monthly discount. Members participate in the Co-op governance: they can run for the Board of Directors and are part of the decision making process, as all major policy changes need to be voted on by the membership. The Co-op employs people at a Living Wage, and supports local farms and food producers.

In case you are rusty on our Cooperative Principles, they are: voluntary and open membership; democratic member control; member economic participation; autonomy and independence; education, training and information; co-operation among co-operatives; and, concern for community. Quite an impressive listing and so refreshing to see the foundation of the Co-op is different from your average business model in our country.

I was a part of the ongoing meetings reacting to the ideas/changes proposed by the Co-op working team. The openness and responsiveness of this group to the concerns and questions presented by the members impressed me. The importance of being part of an alternative system that functions on democratic principles and considers not just profits, but the people who come into the store (in addition to the surrounding community) creates a special environment which most of you have experienced when you visit the store.

The Willi Food Co-op is always operating with three primary concerns - Community, Education, and Healthy Eating. Any policy decisions need to pay attention to these basic concepts. The Co-op is an alternative to privately owned business, as all members are part of the decision-making process, everyone has one vote, and there is not a select few who decide on major policy.

The next steps toward adjusting member benefits and eliminating the non-member surcharge will be to hold a series of open forums. Members will be able to get information about future actions or changes and learn about the functioning of our store. Keep your eyes peeled for upcoming dates for these informational forums. It will be an opportunity to become better informed about Co-op principles and the proposed new policies/changes, and allow you to give your feedback to staff, management, and board members.

This is an exciting venture for our Co-op and hopefully a large portion of our membership will take advantage of the opportunity to become more active and involved. We need your dynamic and creative suggestions to help the Co-op continue to thrive and be an even larger part of Willimantic and the surrounding community. 🌱

Loretta Wrobel is a long-time member, and proud of it.

Board Elections *Kathleen Krider*

Hello everyone, welcome to the Annual Meeting edition of your newsletter. As always, it's packed full of information that will help you to make informed decisions about your Co-op. This year (like all years) we will have an election of board members and we are happy to say that incumbents fill the slate.

Matthew Kyer and Kirk Begg have both decided to continue their tenure with the Board. Both members bring many years of experience and dedication to the positions and along with that they also bring leadership and stewardship to the board.

Matthew has served as the Board Vice Chair for many years and we appreciate his ability to keep us focused and in order when the path isn't always clear. We attribute this to his being an Eagle Scout. He is a strong voice for our governance model and by-laws, both of which are really important to how we function. Matthew brings humor and ease to understanding these pesky documents. We attribute that to his being a first grade teacher (which might say more about the rest of the board than about him!). Kirk has taken on a very important role with our consultant organization, CDS, by acting as a liaison between CDS and the board. It takes many different skills to round out an effective board of directors and Kirk is someone who listens well, retains well (wow, do we need that) and gives good information back to all of us. Kirk is also dedicated to keeping our eyes on the prize as we move slowly but steadily through the process of gathering info about expansion. It can be hard to keep buoyant and positive for a long haul. Kirk has provided us with opportunities to keep joy in the process.

We hope for these reasons and more that you will come to the annual meeting on April 19th and cast your vote for these two excellent veteran board members. As pieces of the whole, it is true that we are the sum of our parts. Matthew and Kirk are two great parts. Vote for them! ♻️

Kathleen Krider is the chair of the Co-op's Board of Directors.

Coming Soon: New Membership Cards *Alice R.*

As the Board reviewed our By-Laws and we did some house cleaning, it felt like it was more than past time to clean up another technical piece of the Co-op – our Equity records. All of our Member-Owners have invested in our Co-op; keeping track of that investment is important, and we have a system in place to keep track of everyone's payments. What we don't have is an easy way to keep each of you up to date on your progress toward being 'Paid in Full.' Most people who join the Co-op pay \$20 each year, so that after six years, the full Equity requirement of \$120 has been paid. How do you know where you are with your equity? How do you remember it is time to pay? For a while we tried sending out regular Equity Billings, but they were often confusing and it was costly to do.

Now, it feels like the time is right to begin using a component of our Point of Sale (POS) system – also known as the Cash Register - to track Equity Payments. We are going modern and getting Member Cards that will be swiped at the register. The cashier will also be able to look you up using your name or phone number. The POS screen will display your name and address, how much money you have invested in the Co-op, when the last payment was made, and when your next payment is due. It will also help us keep your contact information up to date.

Once you've paid in your total \$120 Equity requirement, you will receive a Member Certificate for your records, as you would any other investment.

Our plan is to have this new system in place by July 1, 2015. We are making new Member-Owner cards as well as little key chain cards. Both will be beautiful and make keeping track of everyone's investment in our Co-op easier and more accurate. ♻️

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This winter, the Board of the Co-op felt that a bit of housekeeping was in order. Not that the Co-op is a mess, not at all. But, reviewing our By-Laws on a regular basis is important. I had some questions regarding mailing vs. emailing – I know that not everyone has a computer, but it is getting hard to justify the ever increasing cost of printing and postage. And, we wanted to be sure that the election and terms of all Board Members were clear, for staff and management representatives as well as the rest of the Board.

Coincidentally, I was contacted by a lawyer who practices in Connecticut and is actually interested in Cooperatives as a business model, as well as familiar with our state's own particular laws. Matthew Gaul met with our Board in January, and we reviewed our bylaws. He found a few other things that needed tweaking, and he also found that two sections of our Certificate of Amendment could use some clarification and reworking.

Our Board is presenting these proposed changes to you here, and the membership will vote to accept them (or not) at our Annual Meeting on Sunday April 19th.

Here are our current By Laws with the proposed changes shown like this:

{Text to be removed} and text to be added.

If you would like more information on these changes, please email me at alice.rubin@willimanticfood.coop.

[Draft: For Review and Discussion Only]

WILLIMANTIC FOOD CO-OP, INC. BY-LAWS

June 1, 2008

Revised and Amended from the June 25, 2006 Version by a Vote of the Membership

ARTICLE I: ORGANIZATION

Section 1.1: Purposes

As more fully stated in its amended and restated certificate of incorporation, the purpose of the Co-op is to operate a retail food cooperative for the primary and mutual benefit of the members of the co-op as patrons of its goods and services.

The co-op is organized and shall be operated exclusively on a nonprofit and cooperative basis.

Section 1.2: Cooperative Principles

The Co-op shall be operated in accordance with cooperative principles, including the following:

- (a) open and voluntary membership without artificial restriction or arbitrary discrimination;
- (b) democratic governance with equal voting rights among members and opportunity for participation in important decisions affecting the Co-op;
- (c) strictly limited monetary return on member-provided capital;
- (d) earnings equitably applied to development of the business or provision of common services;
- (e) education of members and the general public in the principles of cooperation; and
- (f) active cooperation in every practical way with other cooperative organizations.

Section 1.3: Operating Year

The operating year of the Co-op shall coincide with the calendar year.

Section 1.4: Principal Office

The principal office of the Co-op shall be at 91 Valley Street in Willimantic, Connecticut.

ARTICLE II: MEMBERSHIP

Section 2.1: Admission

Membership in the Co-op shall be voluntary and open to any individual who is in accord with its purposes, will use its services, and is willing to accept the responsibilities of membership. Applicants will be admitted to membership upon submitting required information, paying an initial fee and paying, or agreeing to pay in installments, the issuing price of a Member Capital Certificate. In case of doubtful eligibility, membership shall be subject to approval by the Board of Directors.

Section 2.2: Rights

Each member shall be entitled to make purchases from the Co-op on terms generally available to members, to participate in the governance of the Co-op as set forth in these by-laws and

to receive a copy of these by-laws. Members may also contribute labor or service to the operational needs of the Co-op and thereby be entitled to receive discounts on their purchases. All issues involving major policies, fundamental changes and financial rights and interests of members must be decided or approved by members.

Section 2.3: Inactive Status

A member who becomes delinquent by three months in meeting his or her capital payment obligation, or who fails to keep the Co-op advised of his or her current address as evidenced by two {~~successive meeting notices~~} mailings having been returned by the post office as undeliverable, shall be placed into inactive status. A member in inactive status may attain active status upon resuming regular payments and paying a reinstatement fee, if any, as determined by the Board or by resuming communication with the Co-op and providing correct contact information. Reference in these by --laws to the rights and entitlements of members, other than the right to redemption of capital funds, shall be understood to refer only to active members.

Section 2.4: Access to Information

Members shall be provided reasonably adequate and timely information as to the organizational and financial affairs of the Co-op. Members shall, in accordance with applicable law, be provided access to records and reports of the Co-op during regular business hours pursuant to a request made in good faith and for a proper purpose, provided that the request describes with reasonable particularity the purpose, the records to be inspected, and the connection of the records to such purpose. Information that is sensitive may be provided in a manner that best safeguards its sensitive character.

Section 2.5: Settlement of Disputes

In any dispute between the Co-op and any of its members or former members which cannot be resolved through informal negotiation, it shall

be the policy of the Co-op to prefer the use of mediation whereby an impartial mediator may facilitate negotiations between the parties and assist them in developing a mutually acceptable settlement. No party with a grievance against the other shall have recourse to litigation until the matter is submitted to mediation and attempted to be resolved in good faith.

Section 2.6: Termination

Membership may be terminated voluntarily by a member at any time upon notice to the Co-op. Membership may be terminated for cause by the Board of Directors provided that the member is giv-en opportunity to respond to the charges in person or in writing. Upon termination of membership for any reason, all rights and interests in the Co-op shall cease except for rights to redemption of capital pursuant to Article VII of these by-laws.

ARTICLE III: MEETINGS OF MEMBERS

Section 3.1: Annual Meeting

An Annual meeting of members shall be held, whenever practicable, during the second quarter of the operating year at any place convenient to members. The time and place of the meeting shall be determined by the Board of Directors. The purpose of the meeting shall be to hear reports on the operations and finances of the Co-op, to elect directors and to conduct such other business as may properly come before the meeting.

Section 3.2: Special Meetings

Special meetings of members may be called by the Board or by the President. A special meeting shall be called within fifteen days of receipt of petitions signed by at least five percent of all members which state any proper business to be brought before the meeting.

Section 3.3: Notice

Written notice of the time and place of any meeting of members, together with a statement of the purposes of such meeting, shall be

Continued on page 6

{mailed} given to each member not less than ten nor more than fifty days before the date of the meeting. At a special meeting of members, no other business than that stated in the notice shall be transacted.

Section 3.4: Quorum and Voting

The presence of twenty-five members shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of members. Each member shall have one vote on each matter submitted to a vote of members. Proxy voting shall not be permitted. Unless otherwise required by law or by these by-laws, issues shall be decided by two-thirds majority vote or, in the case of the election of directors or where two or more options are presented on a single issue, by plurality vote. Meetings of members shall be conducted in conformity with generally-accepted rules of parliamentary procedure.

Section 3.5: Balloting by Mail

The Board of Directors may authorize balloting by mail in conjunction with a meeting of members through procedures that are designed to assure fairness of the process, secrecy of ballots, and convenience to members. In such event, the notice of the meeting shall include a ballot and a full description of the issue to be voted upon. Ballots shall be returned either by mail or in person at the store during the month proceeding the date of a meeting of members. Submission of such a ballot shall be equivalent to presence in person at a meeting of members with respect to the issue covered by the ballot, and votes cast by ballot shall be counted together with votes cast in person at the meeting.

Section 3.6: Issues Submitted by Members

Notices of a meeting of members shall include any proper issues submitted by petition of not less than fifty members. Petitions must be received at the principal office of the Co-op not less than two months before the date of the meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1: Powers and Duties

Except as to matters reserved to members by law or by these by-laws, the business and affairs of the Co-op shall be directed and controlled in the interests of members by the Board of Directors (sometimes referred to in these by-laws as "the Board"). The powers and duties of the Board shall include, but not be limited to, engaging {store managers} the general manager and monitoring and evaluating {their} his or her performance, overseeing the operations of the Co-op, {establishing} approving budgets and fiscal controls (in accordance with policy governance), securing good conditions of employment and assuring that the purposes of the Co-op are properly carried out.

Section 4.2: Classification, Election, and Terms

The Board shall consist of not less than five nor more than eleven consumer directors, one management director and one staff director. All directors shall be members of the Co-op. Consumer directors may be nominated by the Board, or by petition of not less than ten members. Consumer directors shall be elected at the annual meeting of members to serve for terms of three years or until election of their successors. Terms of consumer directors shall be staggered so that as nearly as may be possible, one-third of such terms shall expire in each year. The management director shall be nominated and elected by {managerial employees from their number} the management members and the staff director shall be nominated and elected by non-managerial {employees} staff members from their number. {Terms of} The management director and the staff {directors} director shall {be} each serve one year {or} and until election of {their successors} his or her successor.

Section 4.3: Standards of Conduct

Directors are responsible at all times for discharging their duties in good faith, in a manner which they reasonably believe to be in the best interests of the Co-op, and with such care as an ordinarily

prudent person in a like position would use under similar circumstances.

Section 4.4: Contracts for Profit

Except for employment contracts in the case of management and staff directors, no director shall, during her or his term of office, be a party to a contract for profit with the Co-op differing in any way from the business relations accorded each member or upon terms differing from those generally current among members.

Section 4.5: Conflicts of Interest

Directors shall be under an affirmative duty to disclose the existence and nature of, and all material facts concerning, any actual or potential conflicts of interest they may have in any matter under consideration by the Board or by a committee exercising any authority of the Board. Such matter shall be made a matter of record in the minutes of the meeting. Directors having such an interest may not participate in the decision of the matter nor in discussions leading to decision of the matter.

Section 4.5A: Indemnification

In order to attract and retain qualified persons to serve as directors and officers, the Co-op shall indemnify its directors and officers as ~~{required by Connecticut law and may indemnify its directors and officers as permitted by Connecticut law, subject to its amended and restated}~~ provided in the certificate of incorporation. ~~{Indemnification payments shall be made on a priority basis but only in such increments and at such times as will not jeopardize the ability of the Co-op to pay its other obligations as they become due.}~~ All indemnification payments shall be reported to members at the next-scheduled meeting of members.

Section 4.6: Committees

The Board may designate standing or special committees and appoint committee members to advise the Board and to exercise such authority, as the Board shall designate. Such committees

shall consist only of members of the Co-op and shall, whenever practicable, include at least one director.

Section 4.7: Termination

The term of office of a director may be terminated prior to its expiration in any of the following ways: (1) voluntarily by a director upon notice to the Co-op; (2) automatically upon termination of membership in the Co-op or upon termination of employment in the case of management and staff directors; and (3) involuntarily, with or without cause, by the members entitled to vote for the election of such person or, in the case of a director appointed by the Board, by the Board, provided in either case that removal is at a meeting the notice for which states that the purpose, or one of the purposes, of the meeting is to remove the director. A Director who fails to attend three consecutive Board Meetings, unless excused by the Board, shall be ~~{presumed}~~ requested to ~~{have resigned}~~ resign.

Section 4.8: Vacancies

Any vacancy among directors occurring between regularly scheduled times for election of directors shall be filled for the balance of the unexpired term by the Board in the case of consumer director positions, by ~~{managerial-employees}~~ management members in the case of the management director ~~{position}~~, and by non-managerial ~~{employees}~~ staff members in the case of the staff director position.

ARTICLE V: MEETINGS OF THE BOARD

Section 5.1: Meetings

A regular meeting of the Board of Directors shall be held, without any other notice, immediately after the annual meeting. The Board may determine the times and places of additional regular meetings. Special meetings shall be called upon request of at least three directors. Meetings of the Board should, whenever practicable, be held at least once every month.

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Section 5.2: Notice

Meetings called by the Board shall require no further notice than the decision of the Board. All other meetings shall require ~~{written or oral}~~ notice to all directors. Written or electronic notice shall be delivered not less than ten days before the date of the meeting and oral notices in person or by telephone shall be given not less than three days before the date of the meeting. Notices of meeting of the Board shall also be posted in a timely manner and in a conspicuous place at the principal office of the Co-op, but ~~{an inadvertent}~~ failure to do so shall not affect the validity of the meeting.

Section 5.3: Quorum

The presence in person at the opening of the meeting of a majority of directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.4: Decision-making

Directors shall strive to reach consensus on all issues. If after diligent efforts, the majority is of the opinion that consensus cannot be reached on a particular issue, resort may be taken to majority voting.

Section 5.5: Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent to the action is signed by all directors and filed with the minutes of meetings.

Section 5.6: Referendum

At the request of three or more directors, a decision of the Board shall be referred to a meeting of members. A decision referred to members will stand until annulled or modified by members. Modification of members shall not impair rights previously acquired by third parties.

Section 5.7: Open Meetings

Meetings of the Board of Directors and of all

committees shall be open to all members of the Co-op, and members are encouraged to attend and share their concerns about issues on the meeting agenda. Sessions of a board or committee meeting may be closed only as to issues of a particularly sensitive nature. Such closed session shall be for purposes of discussion only and no decisions shall be made in closed session.

ARTICLE VI: OFFICERS**Section 6.1: Designation**

The officers of the Co-op shall consist of President, Vice president, Treasurer, Secretary, and such other officers or assistant officers as may be determined by the Board. The President, Vice President and Secretary shall be chosen from among directors.

Section 6.2: Election, Term, and Removal

Officers shall be elected by the Board of Directors. Officers shall serve for terms of one year or until election of their successors. Officers may be removed by the affirmative vote of no less than a majority of all directors at any time whenever the best interests of the Co-op would thereby be served.

Section 6.3: Duties

Officers shall have the following duties and such additional duties as are determined by the Board:

(a) The President shall coordinate the activities of the Board, shall present a report to the annual meeting on the organizational affairs of the Co-op, and shall, as authorized by the Board, sign formal documents on behalf of the Co-op.

(b) The Vice President shall oversee the maintenance of membership records, shall perform the duties of the President in her or his absence, and shall, as requested, assist the President in the performance of her or his duties.

(c) The Treasurer shall monitor the financial affairs of the Co-op and the filing of all required reports and returns, shall present a report to the

annual meeting on the financial affairs of the Co-op, and shall, as authorized by the Board, sign formal documents on behalf of the Co-op. (d) The Secretary shall oversee the issuance of required notices and the keeping of minutes of Board and member meetings, shall be responsible for maintaining and authenticating records of the Co-op, and shall, as authorized by the Board, sign or attest to formal documents on behalf of the Co-op.

ARTICLE VII: MEMBER CAPITAL CERTIFICATES

Section 7.1: Issuance

To evidence capital funds provided by members, the Co-op shall issue Member Capital Certificates. Certificates shall be issued only upon full payment of their issuing price, as determined by the Board of Directors. They shall be subject to assessment for the reasonable capital needs of the Co-op, as determined at a meeting of members upon the recommendation of the Board. Certificates shall represent no proprietary interest in the income or property of the Co-op. They shall be non-transferable and shall be entitled to no dividend or other monetary return.

Section 7.2: Accounting

Proceeds from the issuance of Member Capital Certificates shall be credited on the books of the Co-op to capital accounts in the names of contributing members. To the extent practicable, the Co-op shall segregate the proceeds for use only in acquiring capital assets or discharging related liabilities.

Section 7.3: Redemption

Member Capital Certificates shall be redeemed following termination of membership when replacement capital is received from other members. Such certificates shall be redeemed at their carrying value on the books of the Co-op or their net book value, if lesser. No redemption shall be made when the Co-op is insolvent

or when such payment would jeopardize the solvency of the Co-op. The certificates shall at all times, be subject to being offset by amounts otherwise due and payable to the Co-op. Re-application for membership following redemption of capital certificates shall be subject to repayment of redemption proceeds or a waiting period or both.

ARTICLE VIII: BY-LAWS

Section 8.1: Severability

In the event that any provision of these by-laws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent, and shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these by-laws.

Section 8.2: Amendment

These by-laws may be amended or replaced only at an annual or special meeting of members, provided that the proposed amendments are stated or fully described in the notice of the meeting at which the amendments are to be adopted.

HERE IS OUR CURRENT CERTIFICATE OF AMENDMENT:

CERTIFICATE OF AMENDMENT

Willimantic Food Co-op, Inc.

Continuation Sheet

1. The name of the corporation is Willimantic Food Co-op, Inc.
2. The corporation is nonprofit and shall not have or issue shares of stock or make distributions.
3. The nature of the activities to be conducted by the corporation are to operate a retail food cooperative and to engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act. Such activities shall be

Continued on page 10

conducted for the primary and mutual benefit of the members of the corporation as patrons of its goods and services. The corporation is organized and shall be operated exclusively on a nonprofit and cooperative basis.

4. The corporation shall have members. Members shall be of three classes comprising consumer members, non-managerial staff members, and management members. Non-managerial staff members and management members shall each be entitled as a class to elect one director, and consumer members shall be entitled as a class to elect all other required or permitted directors. Classes of members shall not be entitled to vote as classes on any other issues presented to a vote of members.

5. Except as to the election of directors or as to matters for which two or more options are presented to members and except as otherwise provided in the by-laws of the corporation, action by members is approved if two-thirds of the votes of members are cast in favor of the action.

6. The personal liability of a director to the corporation or its members for monetary damages for breach of duty as a director shall be limited to the amount of compensation received by the director for serving the corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate, as defined in sec. 33-840, to receive an improper personal economic gain, (C) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, provided no such provision shall limit or preclude the liability of a director for any act or omission occurring prior to the effective date of this provision.

7. Pursuant to sec. 33-1124(c), the corporation shall be required under sec. 33-1118 to indemnify a director only if he or she was wholly successful on the merits, but not otherwise, in the defense of any proceeding to which he or she was a party because he or she was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceeding.

8. The street address of the corporation's registered office is 91 Valley Street in Willimantic, Connecticut 06226, and the name of its registered agent at that address is Alice Rubin.

9. The name of each incorporator is: Laurel D'Aquila and Nancy Rudner, whose addresses are not stated nor required to be stated in the corporation's certificate of incorporation.

AND THE CHANGES WE ARE PROPOSING ARE:

The Certificate of Incorporation of the Corporation is amended by deleting the words "two thirds of the votes of the members are cast in favor of the action" (Section 5) and replacing them with the following: "two-thirds of the votes cast by the members are in favor of the action."

The Certificate of Incorporation of the Corporation is further amended by deleting Sections 6 through 9, inclusive, and replacing them with the provisions

6. Limitation of Liability of Directors to the Corporation. To the fullest extent that the Nonstock Act or any other law of the State of Connecticut, as in effect on the date of this Certificate of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Director of the Corporation to the Corporation, no Director shall be liable to the Corporation for monetary damages for breach of duty as a Director. No repeal, modification or amendment of this

Section 6 shall adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. Nothing contained in this Section 6 shall be construed to deny to the Directors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation (or the corresponding provisions of any subsequent statute amending or replacing said statute), if applicable. The provisions of this Section 6 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (4) of subsection (b) of Section 33-1026 of the Nonstock Act and are intended to limit the liability of Directors of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

7. Indemnification of Directors and Officers; Prepayment of Expenses.

a) **Right to Indemnification.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnatee") who was or is made or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was a Director or officer of the Corporation, or while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Nonstock Act) and loss suffered by such Indemnatee and all reasonable expenses (including attorneys' fees) incurred by such Indemnatee for any action

Continued on page 12

Hey Ho It's Annual Meeting Time *Bryan O'Hara*

The Willimantic Food Co-op is a membership-run organization. The members elect a Board of Directors from within their number. These directors hire the General Management that in turn hires employees and oversees the store's operation. The membership also votes directly on all issues involving major policies, fundamental changes and financial rights and interests (By Laws section 2.2). A vote on changes to these By Laws is scheduled for this Annual Meeting of the members. Since you all have a copy of the By-Laws in this newsletter, it would seem appropriate to point out that the membership has the ability to bring any proper issue to a vote at the Annual Meeting through a petition of fifty members, submitted two months before the meeting (By Laws section 3.6). Also, a special meeting of the membership can be called to conduct such business as voting on member-submitted issues at any time, through a petition of 5% of the membership (By Laws section 3.2). I encourage the membership to hold on to these By-Laws to more fully understand the democratic nature of their co-operative. That being said, the Annual Meeting is the time for the membership to come learn about store operations and finances (By Laws section 3.1), ask questions and become more fully-engaged owners.

On the fun and entertaining side of the Annual meeting, we have plans for a 'Meet Your Farmer' event before the Potluck Supper. We are inviting all of the Co-op's many farmer suppliers to come and talk with the membership about food at the Co-op and all things farming! After the supper and meeting reports, we are really looking forward to a little Contra Dancing. Contra Dancing is an easily learnt country dance style that is quite fun for all ages (pretty much). It's a great time to work on your dancing skills, and a perfect opportunity to 'swing your partner'. See you at the meeting. 🌱

Bryan O'Hara is a co-owner of Tobacco Road farm in Lebanon. Bryan is a strong believer in the fundamental principles of cooperative ownership and considers his membership to the Co-op a basic part of who he is.

taken, or any failure to take any action, by the Indemnitee. Notwithstanding the preceding sentence, except as otherwise provided in Section 7(c), the Corporation shall be required to indemnify an Indemnitee in connection with a Proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

b) Prepayment of Expenses. Subject to the last sentence of Section 8(a), the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of (1) a written affirmation of the Indemnitee as required under Section 33-1119 of the Nonstock Act and (2) an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Section 7 or otherwise.

c) Claims. Subject to the last sentence of Section 7(a), if a claim for indemnification or payment of expenses under this Section 7 is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

d) Nonexclusivity of Rights. The rights conferred on any Indemnitee by this Section 7 shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under

this Certificate of Incorporation or any statute, agreement, bylaw, vote of disinterested Directors or otherwise.

e) Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

f) Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Section 7 shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

g) Other Indemnification and Prepayment of Expenses; Employees. This Section 7 shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action. Without limiting the effect of the foregoing sentence, the Corporation may, if specifically authorized by the Board of Directors of the Corporation, indemnify and advance expenses to any person who is made a party to or is otherwise involved in a proceeding by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was an employee of the Corporation, or while an employee of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee

benefit plans, against all liability (as defined in Section 33-1116 of the Nonstock Act) and loss suffered by such employee and all reasonable expenses (including attorneys' fees) incurred by such employee for any action taken, or any failure to take any action, by such employee, to the greatest extent permitted by applicable law.

h) Interpretation. The provisions of this Section 7 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (5) of subsection (b) of Section 33-1026 of the Nonstock Act and are intended to expand the scope of, and make obligatory on the Corporation, the indemnification of Directors and officers of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut, and to make permissible for the Corporation the indemnification of employees to the greatest extent permitted by applicable law.

(i) Limitation. Notwithstanding any other provision of this Section 7, if at any time the Corporation is a "private foundation," as defined in Section 509 of the Code, the Corporation shall not, during the period it is such a private foundation, indemnify any person if such indemnity or its carrying out will constitute a violation of any provision of Section 33-281(b) of the Connecticut General Statutes or any substantially like provision which may be contained in this Certificate of Incorporation.

8. The street address of the corporation's registered office is 91 Valley Street in Willimantic, Connecticut 06226, and the name of its registered agent at that address is Alice Rubin.

9. Incorporators. The names of the incorporators of the Corporation are Laurel D'Aquilla and Nancy Rudner. 🌿

Helen's Wellness Review *Helen Scanlon*

For this issue of *The Compost*, I was asked to review a new product featured on the Co-op's shelves: Garden of Life Organic Plant Protein.

Are you looking for an organic, plant-based protein supplement to enhance your health? How about one that is gluten, grain, dairy and soy-free, 100% vegan, low in sugar and full of probiotics and superfoods? Garden of Life created a delicious, highly digestible plant protein that is:

(The) cleanest protein on the shelf with DUAL Certification ... Certified USDA Organic, and Non-GMO Project Verified

Source: www.gardenoflife.com

This powdered supplement is available in flavors such as chocolate, vanilla, coffee and "energy," and you can even score a free (and totally awesome) shaker cup. Mix with water or a non-dairy milk of your choice (unsweetened almond milk is recommended.) I sampled the chocolate flavor and I shook it up with some Mountain Dairy skim milk—the measurements on the cup make it easy to figure out. The shaker cup also comes with a wire mixing-ball to incorporate the ingredients. However, I didn't find this cute little mixer thingy to be very effective, and ended up helping the smoothie along with our good friend, the spoon.

The smoothie was smooth and frothy, like a shake. It wasn't overly gritty (yay!) and it tasted good—not knock-you-on-your backside delicious, but not bad for a powdered protein. I must admit, I have had some supplement powders that would make your toes curl with the blech-response the minute it hits your tongue. Not this one—I would say this one ranked high on the taste scale. Garden of Life Organic Plant Protein is a pretty good bet if you are looking to add some high-quality protein to your diet, and the flavor combinations are endless. Why not add some berries and vanilla? Mix the chocolate and the vanilla together, maybe. Go for it. As always, it's a good idea to check with your healthcare professional before adding any supplement to your diet.

I'm a relatively new runner, and this product could be a nice addition to my health regimen. Try it out and see what you think!

Here's to good health!

Helen Scanlon is a local author and artist. Her book, My Horse, My Heart: The Morgan Horses of the University of Connecticut, is available at the Co-op.

See Annual Meeting details on page 16 

Why Coconut Oil? *Sasha Bajjo-Fournier*

Greetings Co-ops! I'm sure by now you've heard that coconut oil has unbelievable life-improving properties, but what is it that makes coconut oil something you keep hearing about? There are reports and lists aplenty of just what coconut oil can do for you and your family, and many practices have been proven to be effective in aiding necessary life changes for people of all ages. Coconut oil has recently been given the classification of "superfood," which can mean a lot, or not much at all depending on who you listen to. Coconut oil has many uses in my home, so it is indeed a superfood in my opinion! A quick Google search defines the term "superfood" as "a nutrient-rich food considered to be especially beneficial for health and well-being," and coconut oil is all that! It can be ingested straight from the jar (with or without spoon), or used as a healthy cooking oil, in addition to being used topically for a number of purposes.

The coconut has been used as a food for thousands of years by the peoples of Asia and the Pacific, Central America, and Africa. Many of these cultures did not have the medical issues your average American faces today, like heart disease, cancer, and diabetes to name a few. Only after the

introduction of western diets did these symptoms of inflammation begin presenting among these cultures, as their staples became replaced by ingredients like hydrogenated oils and high fructose corn syrup. Does that mean coconut oil isn't as good as actual coconut meat? Not at all! Coconut oil is extracted from the dried kernel or meat of the coconut palm tree, and you can even do it yourself—check out the wikihow link below to see how simple it can be to make your own coconut oil in a reasonable amount of time. I plan to attempt this with my juicer very soon, so please ask me about my extraction process, and feel free to share any tips if you have already had success independently.

The praises of coconut oil include decreasing inflammation, improving Irritable Bowel Syndrome, reducing cravings for junk food, stimulating metabolism, treating cavities, overcoming chronic fatigue, treating candida, and reducing psoriasis. There are so many more incredible ways coconut oil can help you, I encourage you to spring into action this vernal season with coconut oil! 🌿

<https://www.google.com/search?q=superfood+definition&ie=utf-8&oe=utf-8&aq=t&rls=org.mozilla:en-US:official&client=firefox-a&channel=sb>

<http://wellnessmama.com/5734/101-uses-for-coconut-oil/>
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Rundown (a traditional Jamaican recipe)

Sasha Bajjo-Fournier

The name Rundown comes from the practice of reducing the coconut milk into curds and oil, but there are other origin stories that accompany this traditional dish.

16 oz coconut milk (can be canned or made from the meat of 2 fresh coconuts and just enough water to blend well)

Sprigs of thyme, to taste (I like thyme so I use a good amount)

1/2tsp salt

1/2c onions, minced

3 unpeeled plantains, each cut in half

2 cloves garlic

1 sm/med green pepper

1-2 med carrots

1c snap peas

In a medium sized pot, bring 16 oz of coconut milk to a boil, then reduce heat and simmer for about one hour. During this time, the water will evaporate from the liquid, leaving separated coconut oil and curds. Add thyme, salt, and minced onions.

In a large pot, bring four cups of water to a boil. Add plantains and cook until tender (the skins will start to separate from the fruit). Strain and set aside for plating later. Keep the peels on until ready to serve to retain heat.

In a small frying pan, sauté garlic until translucent, then add chopped green peppers, carrots, and snap peas. Cook until tender. Add vegetables to the pot of rundown and fold until vegetables are coated in mixture. Remove from heat, and serve with plantains. Enjoy! 🌿




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You are invited to the
**WILLI FOOD CO-OP ANNUAL MEETING
& POTLUCK SUPPER**

at the Bellingham Ballroom
Willimantic Town Hall
979 Main Street,
Willimantic, CT
(use rear entrance)

6 pm on Sunday, April 19th

👉 EXERCISE YOUR RIGHT AS A MEMBER/OWNER

👉 MEET WITH LOCAL FARMERS &

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band and caller TBA

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• IMPORTANT – PROPOSED BY LAW CHANGES INSIDE •