

# Corner Garage Co-op, Inc. Bylaws

December 14, 2019

## Abstract

These Bylaws govern the operations and affairs of Corner Garage Co-op, Inc., a corporation created for the benefit of its members and community. The purpose of Corner Garage is to operate a successful garage, to advocate for sustainability by keeping old cars on the road and recycling or reusing motor fluids, to be an advocate for motor sport, and to maintain an excellent workplace for its employees.

## Revisions

2019-04-29 — Draft bylaws  
2019-12-14 — Updates for Georgia

## 1 Preface

Corner Garage Co-op, Inc. (“the co-op”) subscribes to the “Statement on Co-operative Identity” adopted by the Congress and General Assembly of the International Co-operative Alliance held in Manchester, England in 1995. The full text of the statement is given below.

## Definition of a Cooperative

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

## Cooperative values

Cooperatives are based on the values of *self-help*, *self-responsibility*, *democracy*, *equality*, *equity*, and *solidarity*. In the tradition of their founders, cooperative members believe in the ethical

values of honesty, openness, social responsibility and caring for others.

## **Cooperative Principles**

The cooperative principles are guidelines by which cooperatives put their values into practice.

### **Voluntary and Open Membership**

Cooperatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

### **Democratic Member Control**

Cooperatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote) and cooperatives at other levels are also organised in a democratic manner.

### **Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

### **Autonomy and Independence**

Cooperatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

### **Education, Training, and Information**

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public—particularly young people and opinion leaders—about the nature and benefits of co-operation.

### **Cooperation among Cooperatives**

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

### **Concern for Community**

Cooperatives work for the sustainable development of their communities through policies approved by their members.

## **2 Principles**

The co-op subscribes to the following additional principles.

### **2.1 Living Wage**

When financially able, the co-op shall pay a living wage to all of its employees.

### **2.2 Sustainability**

The co-op will encourage sustainability by striving to reduce waste and by reusing or recycling fluids, packaging, and other byproducts of the garage where possible.

### **2.3 Privacy**

Information such as physical and email addresses may be gathered from the membership. We will respect the right of privacy by requiring members to opt-in to any use of their information, and by making information collection voluntary except where required to facilitate membership.

All information on the membership will be the sole property of that member and considered on loan to the co-op. It will be stored in line with software industry best practices, and information will never be shared or sold to third parties unless the co-op is compelled by law to do so.

## **3 Membership**

### **3.1 Qualifications**

Membership is open to all persons over the age of 18, and all incorporated entities operated on a co-operative or non-profit basis. All applicant members must provide a valid electronic mailing address, and agree to abide by these bylaws and other rules and policies adopted by the Board of Directors (“the board”).

### **3.2 Cost of Membership**

All members must make a capital investment in the co-op and may be required to pay a nonrefundable joining fee. The joining fee and capital investment assessed for membership shall be set by the board and may be adjusted from time to time.

### **3.3 Initiation**

Membership shall commence upon the processing of a completed application form and receipt of the necessary joining fee and minimum investment.

## **3.4 Types of Members**

There shall be two types of members: Individual, and Business. All types of members may be referred to collectively as “member owners”, “members”, or “owners”.

### **3.4.1 Individual Members**

All persons who have paid the joining fee and contributed to their assessed capital investment shall be known as “Individual Members”. All individual members hold the same voting power whether they are fully invested or not. Individual members who have not fully contributed to their assessed capital investment shall receive no other benefits of membership and may not serve on the board.

### **3.4.2 Business Members**

All incorporated entities organized on a co-operative or non-profit basis that have paid the joining fee and contributed a capital investment equal to that assessed of two invested individual members shall be known as “Business Members”. Business members shall hold two votes, one for each capital assessment, and shall name a

designated representative to exercise the voting rights of the business member.

Business members shall be issued a single member card showing the name of the business and the designated representative.

### **3.5 Inactivation**

A member may have their membership inactivated under conditions outlined in this document and once inactivated are not entitled to any benefits of membership.

#### **3.5.1 Address Inactivation**

All members without a valid mailing address (physical and electronic) shall be considered inactive.

#### **3.5.2 Joining Member Inactivation**

Members who have not fully paid their capital investment and who have not made a contributing payment towards their assessed capital within the past year shall be considered inactive.

### **3.6 Reactivation**

Inactive members may have their membership reactivated upon filing a valid address or making a payment on their assessed capital investment.

### **3.7 Termination**

Members may terminate their membership at any time by providing a written statement of resignation. The Board may elect to return equity upon termination of ownership upon such terms as decided by the Board, provided payment would not impair the cooperative's ability to meet its other obligations and that doing so would not affect the solvency of the co-op.

Any member whose activity endangers effective operation of the co-op for the mutual benefit of its members may be recommended for expulsion from the co-op by the board. After written notice to the member of the reasons for the recommendation and reasonable opportunity for a hearing before the board, the board may, in its discretion, terminate the membership. The member may appeal the board's decision at a membership meeting, the board's decision and announcement of

the appeal having been included in the notice of such a meeting. The decision of a majority of the members voting at such a meeting will be binding upon the expelled member and upon the co-op. The membership capital of an expelled member will be redeemed for the amount paid by such member offset by any debt owed to the co-op by the withdrawing or expelled member.

Any additional conditions or terms established by the board for the refund of membership capital shall apply to all members equitably.

### **3.8 Transferability**

Membership may be transferred only with the prior consent of the board.

## **4 Members' Assembly**

The Members' Assembly ("the assembly") comprises all members of the co-op.

### **4.1 Powers & Duties**

The assembly is the voice of the membership and holds the following powers, as well as any other powers granted to the membership by Georgia law:

- (a) Election and removal of directors,
- (b) Passage of advisory resolutions for consideration by the board, and
- (c) Approval of Ends Policies for the co-op.

### **4.2 Meetings**

The assembly shall gather at least twice per fiscal year and at least once per calendar year, and one of those meetings must address the annual financial review.

The board is responsible for calling, organizing, and presiding over meetings of the assembly. The membership shall receive notification of meetings of the assembly at least 30 days and not more than 60 days before the meeting date. Notice may be sent by electronic or physical mail.

#### **4.2.1 Special Meetings**

Special meetings may be called by a majority vote of the board or by presenting the board with a written petition signed by at least  $\frac{1}{10}$  of the membership.

#### **4.2.2 Quorum**

A quorum shall consist of at least 50 total members (or 25% of membership, whichever is lower) and must include a majority of directors. Members submitting votes by mail or electronically count towards the quorum and must be given the opportunity to participate remotely by audio, video, or textual means.

#### **4.2.3 Voting**

Ballots may be submitted in person or remotely by email, postal mail, or on the website of the co-op. The standard for a successful vote shall be a simple majority unless otherwise specified in these bylaws. A vote meeting this threshold will be considered binding unless a referendum is called.

#### **4.2.4 Referenda**

A referendum may be called by a majority of the board, a petition of at least 25 members, or a dissenting minority of  $\frac{1}{3}$  of the present membership during a meeting vote. Referenda may be conducted at the meeting, by postal mail, or on the co-op's website, and are required for the election of the board.

Referenda must be open at least 7 days but shall continue until 100 members (or 25% of the membership, whichever is less) have cast a ballot.

## **5 Board of Directors**

The Board of Directors ("the board") shall consist of no fewer than 5 Directors elected by the membership to handle the governance and oversee management of the co-op. The total number of board seats must always be an odd number.

### **5.1 Powers & Duties**

The board is responsible for setting policy, issuing investor shares, leading meetings of the Members' Assembly, and ensuring that actions taken by the co-op are both lawful and consistent with the values of the co-op and these bylaws.

### **5.2 Eligibility**

Directors must be Invested Members in good standing, and not otherwise excluded from service on the board.

### **5.3 Nominations**

The board shall find and cultivate competent candidates to fill open positions on the board. All candidates that wish to stand for board positions must fill out an application, disclose any possible conflicts of interest, and comply with any other lawful requirements set out by the board.

### **5.4 Terms**

Directors shall serve three-year terms, and elections shall be held on a staggered basis such that no more than 40% of seats are up for election annually. Directors chosen by the board to fill a vacancy (see section 5.7) do not count towards this limit.

### **5.5 Election**

Board elections shall be held by a referendum (see section 4.2.4) of the members. Election referenda shall remain open for at least 30 days.

### **5.6 Removal**

A director may be removed with or without cause by a vote of at least  $\frac{2}{3}$  of the board and a simple majority in a

referenda (see section 4.2.4). A director may voluntarily step down at any time.

### **5.7 Vacancies**

Should a vacancy arise the board shall choose an individual to fill the vacancy until the next election cycle.

### **5.8 Offices**

The offices of the board shall consist of President, Secretary, and Treasurer.

The president is the chairperson of the board and is responsible for calling meetings, preparing the agenda, and facilitating meetings. The secretary is responsible for documenting meetings of the board. The treasurer is responsible for board budget and financial oversight, and is the vice president of the board.

In the event of any board members absence, the president shall appoint another board member to perform the duties of the absent member.

### **5.9 Meetings**

The board shall meet on a regular basis and may be called by the president (subject to being seconded by another

board member) or at the request of any three Directors.

#### **5.9.1 Notice**

The membership shall be notified of board meetings at least two weeks prior to the meeting date. The proposed agenda of the meeting shall be made available to the members at least 7 days prior to the meeting date. The minutes from the meeting date shall be made available no later than 7 days after the meeting.

#### **5.9.2 Quorum**

At least  $\frac{2}{3}$  of current Directors must participate in a board meeting for a quorum to exist. A director may be considered present by electronic means that allow their full participation such as by phone, instant messaging, or video chat.

If a director removes themselves from discussion or is removed due to a conflict of interest and a quorum can no longer be established, then a quorum shall still be met by as few as two non-interested directors. Directors abstaining for reasons other than having an interest in the current business still

count towards quorum.

If a quorum cannot be established, a sub-quorum totalling 50% or more of quorum may be established to discuss and transact business. Any decisions made by the sub-quorum are non-binding until ratified by a meeting of the board with a full quorum.

#### **5.9.3 Closed Meetings**

All meetings of the board shall be open to the membership except those pertaining to personnel, litigation, or other matters deemed sensitive by the board. If the board closes a meeting to the membership, they will publish a reason for the closure along with the meeting announcement.

#### **5.9.4 Compensation**

Compensation of board members may be set by a vote of the membership and shall be equal to no more than that of the lowest paid employee of the co-op.

## **6 Severability**

If any section, clause, provision, or portion of these bylaws is adjudged unconstitutional or invalid by a court of

competent jurisdiction, the remainder of these bylaws shall not be affected thereby.

## 7 Amendment

These bylaws may be amended at any time. Amendments may be proposed by the board of directors, a majority of the assembly, or by a petition of 25 members. Ratification of an amendment requires a  $\frac{2}{3}$  majority of members present (physically or electronically) at a meeting of the assembly.

## 8 Sunset

These bylaws must be reviewed and re-approved by the members every 5 years from the date of adoption or approval.

## 9 Provision Control

To the extent that section 1 (“Preface”) and section 2 (“Principles”) conflict with the provisions outlined in the rest of these bylaws, the bylaw provisions shall control.

The articles of incorporation (the “articles”) shall be incorporated into these bylaws. In case of any inconsistency between the articles and these bylaws, the provisions of the articles take precedence.