

AMENDED BYLAWS
of the
ADAMANT COOPERATIVE, INC.

copy

Effective November 7, 2021

ARTICLE I. ORGANIZATION.

1.1 Name. The name of the organization is the Adamant Cooperative, Inc. (hereinafter "the Coop") doing business as the Adamant Coop located at 1313 Haggett Road, Adamant, Vermont 05640. The Coop was formed pursuant to Title 11 Vermont Statutes Annotated Chapter 7 Cooperatives.

1.2 Office address. The principal office of the Coop shall be at the Adamant Coop store, 1313 Haggett Road, mailing address: P. O. Box 1, Adamant, Vermont 05640.

ARTICLE II. MEMBERSHIP.

2.1 Eligibility. Membership in the Coop shall be open to anyone who wishes to patronize and support the Coop, to accept the obligations of membership, and abide by the Bylaws.

2.2 Admission. An applicant will be admitted to membership upon submitting an application form and fulfilling the financial obligations described below.

2.3 Rights. Each member in good standing shall be entitled to make purchases from the Coop, otherwise use its services on terms generally available to members, and participate in the governance of the Coop as set forth in these Bylaws. Members shall be provided reasonably adequate and timely information as to the organizational and financial affairs of the Coop. Members shall be provided access to the books and records of the Coop for any purpose at all reasonable times.

2.4 Obligations: Vested Rights of Original Shareholders. Each new member shall contribute to the financial needs of the Coop by paying a membership fee in an amount and for a time interval to be set and determined by the Board of Directors.

2.5 Transfer. Membership rights and interests may not be assigned or transferred except with the express consent of the Board of Directors.

2.6 Good Standing. Members in good standing are those who accept the obligations of membership, are current in payment of their obligations as defined in these Bylaws, and abide by these Bylaws.

2.7 Disputes. In any dispute between the Coop and a member or former member that involves normal membership transactions that cannot be resolved through informal negotiation, it shall be the policy of the Coop to use mediation. In such an instance 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. If the parties cannot agree to the identity of an impartial mediator, the matter shall be referred to the American Arbitration Association for resolution.

2.8 Termination. Membership may be terminated in any of the following ways:

- a) Voluntarily by a member at any time upon notice to the Coop (membership fees are not refundable);
- b) Automatically whenever required payments remain delinquent for a period of time determined by the Board of Directors; or
- c) For cause, including willful violation of these Bylaws provided the action is brought by the Board of Directors following a fair hearing at which the member has the opportunity to speak and present evidence in her/his behalf.

2.9 Renewal of Membership. Applications for renewal of membership within one year of termination may be subject to conditions determined by the Board of Directors.

ARTICLE III. MEETINGS OF MEMBERS.

3.1 Annual Meeting. An annual meeting of members shall be held within the fourth calendar quarter of each year, in October/November when practicable, and at the Adamant Community Center, Inc. or, if the Community Center is not available, in an alternative location in the Village of Adamant convenient to members. The Board of Directors shall determine the time and place of the meeting. The purposes of the annual meeting shall be to hear reports on the operations and finances of the Coop, to elect directors, and to conduct such other business as may properly come before the meeting.

3.2 Notification of Annual Meeting. Notice of the time and place of the Annual Meeting, together with the agenda of purposes of such meeting, shall be conspicuously posted at the Adamant Coop store and shall be published in the member newsletter and/or on the Coop website and on the Calais Front Porch Forum no less than fourteen (14) days prior to the date of the annual meeting.

3.3 Waiver of notice. Any notice of a meeting may be waived in writing at any time before or after the meeting. The attendance of any person at a meeting shall constitute a waiver of notice of the meetings except where the person attends for the express purpose of objecting to the transaction of business because the meeting was not lawfully convened.

3.4 Quorum. The presence of twenty-five members or ten percent of all members (including valid absentee ballots or proxies), whichever is less, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of members.

3.5 Voting. Each current member is entitled to one vote on all matters submitted to a vote of members. Only adult members over the age of 18 may vote. A family membership is entitled to two votes per household. Voting by absentee ballot or by proxy may be authorized by the Board of Directors provided the issues for decision are fully stated in the notice of the meeting. Any proxy must be in a writing signed and dated by the member giving the proxy and identifying in the proxy document to whom the voting right is given. Voting shall be by a show of counted hands unless any member requests for the voting to be private and in writing.

3.6 Special meetings. At times other than the Annual Meeting, the Board of Directors may call Special Meetings of members either on their own initiative or in response to a petition from the members. The calling of a Special Meeting is conditioned on the following:

a) Number of Signatures. Petitions in support of a Special Meeting or items for inclusion at an Annual Meeting must have the support of a petition with the valid signatures of fifteen members of the Coop currently in good standing or of five percent of all members of the Coop, whichever is less.

b) Issues submitted by members. Notices of a meeting of the membership shall include any appropriate issues submitted by valid petition. Petitions must be received at the office of the Coop no less than 21 days before the date of the subject meeting.

c) Member requested meetings. A Special Meeting requested by the members shall be called within four (4) weeks of the receipt of the valid petition using the same notice requirements as set forth above for the Annual Meeting. The petition shall state with specificity all business to be brought before the Special Meeting and such shall be stated in the notice.

ARTICLE IV. BOARD OF DIRECTORS.

4.1 Powers. Except as to matters reserved to members by law or by these Bylaws, the business and affairs of the Coop shall be directed and controlled by the Board of Directors.

4.2 Number and Qualifications. The Board of Directors shall, whenever possible, consist of nine (9) persons but shall in all cases consist of at least five (5) persons. All directors must be members in good standing of the Coop and shall have no overriding conflict of interest. The minimum and maximum number of Directors may only be altered at an Annual or Special Meeting of the membership.

4.3 Nominations. A candidate for the Board of Directors shall be a current member of the Coop and in good standing at the date of the Annual Meeting.

4.4 Election and Terms. Directors shall be elected at the Annual Meeting of the members by having received the highest number of votes among all candidates. The terms of Directors shall be staggered so that, as nearly as practicable, one-third shall end each year. The commencement and termination date of a Director's term shall be the date of the Annual Meeting of the applicable years. Directors shall be elected for a term of three years. If necessary to fill vacancies, Directors may be elected for either a one- or two-year term. Directors shall hold office until their successors are elected or until their offices are sooner terminated in accordance with these Bylaws.

4.5 Interim appointments. If the Board of Directors finds that the number of directors is insufficient to properly carry out Board functions, the Board may appoint interim directors to fill authorized but unfilled positions until the time of the next Annual Meeting. However, no more than two (2) Board-appointed members shall serve at any one time.

4.6 Conflicts of Interest. Directors are under an affirmative duty to disclose any actual, perceived or potential conflicts of interest in any matter under consideration by the Board. Directors having such an interest or interests may not participate in the decision of the matters and shall recuse themselves on the record, except that in their capacity as members they shall have the right of full participation in any discussion of the matters.

4.7 Referenda. At the request of three (3) or more Directors, a decision of the Board of Directors shall be referred to a Special or Annual Meeting of the members. A decision referred to the members shall stand until annulled or modified by the members. Modification by members shall not impair rights previously acquired by third parties.

4.8 Removal. A Director may be removed and replaced, with or without cause, at any time by members at a meeting called in part for this purpose. A Director may be removed by the Board of Directors only for cause after a fair hearing at which s/he is given the opportunity to speak and present evidence in her/his behalf. A Director who fails to attend two consecutive meetings of the Board without adequate explanation shall be considered to have resigned unless the Board agrees and votes otherwise due to extenuating circumstances.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS.

5.1 Regular Meetings. The Board of Directors shall have quarterly meetings, one of which may include the Annual Meeting, provided a portion of the Annual Meeting is set aside for the business of the directors. The Board of Directors may have any other interim meetings required to conduct business and make necessary decisions provided notice of any and all meetings is given pursuant to these Bylaws. The Directors shall hold over at the Annual Meeting for the purpose of electing their officers or may do so during the course of said meeting after the Board of Directors has been elected by the membership. The Board of Directors, not the membership, shall vote on its officers. The Board of Directors may determine and notice the times and places of additional regular meetings if ever needed. The Board may call Special Meetings upon the request of at least three (3) directors.

5.2 Notice of Board of Directors meetings. Regular meetings of the Board of Directors, if set by a resolution of the Board, shall require no further notice except that timely written notice shall be posted in a conspicuous place in the Coop. All other meetings require notice of the time and place of the meeting, together with the agenda of purposes of such meeting, to be conspicuously posted at the Adamant Coop store and in the member newsletter and/or on the Coop website and on Calais Front Porch Forum no less than fourteen (14) days prior to the date of the meeting. The exception to this notice requirement is the calling of any emergency meeting for which personal notice shall be given to each director by telephone and/or email with receipt confirmed.

5.3 Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.4 Decision-making. The Board of Directors shall make all decisions by consensus, attempting to reconcile differing points of view based upon the purposes of the Coop. Any decision made by consensus shall be deemed to be inclusive of a vote in any required percentage. If two-thirds (2/3) of the Board of Directors present find that a consensus cannot be reached within a reasonable period of time on an issue requiring immediate action, then a two thirds majority of directors present may decide such issue.

5.5 Open Meetings/Rules of Procedure. Meetings of the Board of Directors or of any committees shall be open to all members of the Coop, except that sessions on confidential, sensitive and personnel issues may be ordered closed by the Board or by the committee. The Board may but is not required to adopt Rules of Procedure.

5.6 Written consent. Decisions of the Board of Directors may be made without a meeting if a consent in writing is joined in by all Directors stating that the action is to be taken and filed as the minutes of the decision. Such written consent may be given via email communication.

ARTICLE VI. OFFICERS.

6.1 Designation. All officers shall be members of the Coop. The officers of the Board of Directors shall be President, Vice President, Clerk and Treasurer and any additional officers or assistant officers as determined by the Board of Directors. All officers shall be directors and the Treasurer shall not be an employee of the Coop.

a) Terms of Service. Officers shall serve a term of one year or until their successors are selected. An officer may hold that office for no more than three consecutive one year terms. Officers may be removed and replaced at any time by the Board of Directors whenever the best interests of the Coop would be served.

b) Time of Selection. The newly elected Board of Directors shall select its officers as soon as practicably possible after the Annual Meeting of members, which may be at the time of the Annual Meeting in time set aside for the business of the directors.

6.2 Officer Responsibilities. Officers shall have the following powers and duties together with such other powers and duties as may be determined by the Board of Directors.

a) President. The President shall be responsible for facilitating all meetings of members and of the Board of Directors, shall represent the Coop in dealings with outside parties and shall sign formal documents on behalf of the Coop as authorized by the Board;

b) Vice President. The Vice President shall perform the duties of the President whenever the President is unable to do so and shall otherwise assist the President in the performance of her/his duties;

c) Clerk. The Clerk shall oversee the keeping of complete and accurate minutes, including records of attendance, of all meetings of members and of the Board of Directors and of all important actions of the committees, and shall sign with the President or attest to formal documents of the Coop as authorized by the Board; and

d) Treasurer. The Treasurer shall oversee the presentation of timely financial statements and the filing of required returns and reports.

e) Parliamentarian. The Board may but is not required to appoint a director to serve as Parliamentarian whose role shall be to oversee the rules and procedures at meetings and ensure that business is conducted in a consistent and reliable manner. The Clerk may serve as the Parliamentarian.

f) Role Distinction. Under no circumstances may the President or Vice President serve as Clerk or Treasurer. Each office shall be held by one individual director and not shared.

ARTICLE VII. INDEMNIFICATION.

7.1 Rights. The Coop shall, subject to the terms, conditions and limitations of this Article, indemnify its Directors and Officers, including those formerly holding such positions, against all liabilities and expenses to which they may actually and reasonably become subject by reason of their positions with the Coop or their service in its behalf. Such indemnification shall apply whenever such person is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding, whether civil, criminal, administrative or investigative. Payment of expenses in advance of a final disposition

of the action or proceeding may be made only upon receipt by the Coop of a contractual undertaking by or on behalf of such person to repay such amounts unless s/he shall subsequently be determined to be entitled to indemnification under this Article.

7.2 Limitations. No indemnification shall be made unless the person to be indemnified is successful on the merits in defense of the action or is specifically determined to have acted in good faith and in the reasonable belief that her/his actions were in the best interests of the Coop and, in regard to criminal proceedings, to have had no reasonable cause to believe that her/his actions were unlawful. If such determination is not made in a legal proceeding related to the claim, it may be made by independent legal counsel or a professional arbitrator agreed to by both the Coop and the person to be indemnified.

In any action or proceeding by or in the right of the Coop, indemnification may be provided only as to reasonable expenses and only if the person is not adjudged liable to the Coop. Indemnification payments and advances of expenses shall be made only in such increments and at such times as will not jeopardize the ability of the Coop to pay its other obligations as they become due.

ARTICLE VIII. FISCAL MATTERS.

8.1 Fiscal year. The Coop fiscal year shall be as determined by the Board of Directors and be consistent with the fiscal year of the Adamant Coop store.

8.2 Operating policies. The Coop shall be operated in accordance with sound business practices insofar as they are consistent with its purposes and with cooperative principles.

ARTICLE IX. COMMITTEES.

9.1 Executive Committee. The Executive Committee shall consist of the President, Vice President, Clerk and Treasurer. Unless specifically restricted by the Board, the Executive Committee shall exercise necessary interim or other stated authority of the Board of Directors except as to matters involving long-range policies or unusually large expenditures. The Executive Committee shall be convened by the President and shall require actual notice to all of its members, a quorum of three members, and decision-making by consensus. Any actions taken by the Executive Committee shall be reported at the next following meeting of the Board of Directors. The Executive Committee shall not operate to relieve the Board of Directors of general supervisory responsibilities in the management of the Coop.

9.2 Other committees. The Board of Directors may, in their discretion, opt to create standing committees, or interim committees of limited duration and subjects. Such committees may include persons other than members of the Board of Directors, but in regard to decision-making that would bind the Coop, voting authority shall remain solely with the Board of Directors.

ARTICLE X. DISSOLUTION.

10.1 Procedures. Unless otherwise required by law, the Coop shall be dissolved in accordance with procedures set forth in the Vermont Nonprofit Corporation Act, 11 V.S.A. Chapter 7, Cooperatives.

10.2 Distribution of assets. Upon liquidation of the Coop, its assets shall be distributed in the following manner and order:

- a) Payment. By paying or making provision for the payment of all liabilities and expenses of liquidation;
- b) Redemption. By redeeming outstanding capital certificates which, if they cannot be paid in full, shall be paid on a pro rata basis among all such outstanding amounts; and
- c) Distribution. By distributing any remaining assets to one or more nonprofit organizations with purposes similar to those of the Coop, as selected by the Board of Directors.

ARTICLE XI. AMENDMENT.

11.1 Amendment. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of members present at any meeting of members provided that the proposed amendments are fully stated and described in the notice of the meeting.


11.2 Severability. In the event that any provision of these Bylaws 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 Bylaws.

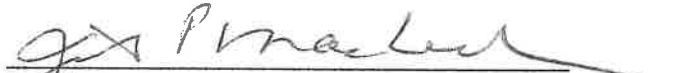
These Amended Bylaws were voted upon and passed by a two-thirds vote of the members present at a duly called and noticed Annual Meeting of the Adamant Cooperative, Inc. held on November 7, 2021, quorum established, at the Adamant Community Center in the Village of Adamant, Town of Calais, State of Vermont. These Amended Bylaws supersede and replace any and all previous Bylaws, whether original, amended or revised.

FOR THE BOARD OF DIRECTORS:


Colin Blackwell, President


Kenneth Trask, Vice President


Dorothy (Dot) Helling, Clerk


Janet MacLeod, Treasurer