

**Enlighten Education Co-op By-Laws**  
A member operated workers co-operative

**ARTICLE I: PURPOSES**

The Enlighten Education Co-op (EEC) is organized to provide support to public schools by providing retired teachers as part time assistants in the classrooms and offering tutoring services on or off campus.

**ARTICLE II: DEFINITIONS**

Members Committee: Persons designated to structure the Co-op, create or amend the by-laws, not to exceed 12 members.

Officers of the Co-op: Persons designated to run the daily operations.

Member: a person selected by the Members Committee to become a Member after satisfying a trial period of usually 3 months.

Member Account: The accounts of Co-op Members based on the amount of their paid or deferred compensations.

*The Co-op books will be open to all Members and will indicate the compensation rate of each Member, the value of Member Accounts, the current income and expenses of the Co-op and its assets and liabilities. With this information Members can make informed decisions about compensation and company operations. Compensation of Officers and Members and higher paid Members will not exceed 6 times the compensation of the lowest paid Member.*

**ARTICLE III: MEMBER ACCOUNTS**

- A. A Member will have the choice to receive monetary compensation or designate all or a portion of his remuneration to his Member Account. The decision as to what percent is paid or deferral to Member Account will be made by the Officers and confirmed by the Member and the Member Committee.
- B. If Members decide to terminate their relationship with the Co-op, they may request the Co-op on terms mutually agreeable to the departing Member and the Co-op when the Co-op must pay the deferred compensation, normally within 3 months.

C. A member may for any lawful reason be expelled from the Co-op by a vote of 2/3 or greater of the Members at a duly called meeting at which a quorum or majority is present.

#### **ARTICLE IV: MEETINGS**

Meetings of the Officers including representatives of the Member Committee shall occur regularly, normally once a week. All Member are invited as well.

Members Committee meetings will normally be held every month at a time and location designated and publicized to the Membership.

Decisions will be made collaboratively and if a vote is needed all Members shall have one vote.

Proxy voting will be allowed. Members may also attend by electronic means.

*The public is invited to all meetings of the Co-op unless a specifically closed meeting is held.*

#### **ARTICLE V: TERMS OF SERVICE**

All positions in the Co-op shall be valid for **6 months** after which the position may go to another person or be retained by the current office holder as voted on by the Members. This applies to Officers and Supervisors of any kind as well as the Members Committee themselves.

#### **ARTICLE VI: COMMITTEES**

The Members Committee may create one or more committees, each consisting of one or more members, to accomplish specific goals of the Co-op.

A permanent standing committee called the **Accounting Committee** chaired by the Treasurer will be responsible for making all financial information of the Co-op available to the Members and keep track of the contributions of each Member, the value of such contributions and how those contributions are remunerated or deferred to Member's Account.

#### **ARTICLE VII: PROCESS OF DECISION MAKING FOR ALL MEETINGS**

Matters will be discussed with the goal of seeking decision-making by **consensus**. If it becomes apparent that consensus cannot be reached on any matter, the Members will vote on whether the issue should be tabled for future discussion or decided by vote. The members shall vote on the matter, with a **2/3 vote** required to carry any decision, except as otherwise provided in these bylaws.

## **ARTICLE VIII: OFFICERS**

### A. Officers

The Co-op shall have a president, vice president, secretary, treasurer and such other officers with such titles and duties as shall be determined by the Member Committee

### B. Qualifications

Any number of offices may be held by the same person.

The officers of the Co-op shall be elected from among the Members Committee..

### C. Election of Officers

The officers shall be elected for six month terms. The candidate receiving the highest number of votes for an office shall be elected.

Officers may be removed by a 2/3 vote of the Members Committee.

### D. Duties of President

The president or vice president shall preside at board and membership meetings and will exercise and perform such other powers and duties as may be assigned from time to time by the Members Committee.

### E. Duties of Secretary

The secretary will keep, or cause to be kept, at the principal executive office or such other place as designated by the Members Committee, a book of minutes of all meetings and actions of the members, of the Members Committee, and of committees of the board.

The secretary will keep, or cause to be kept, at the principal executive office, the records of the Co-op required to be kept as described in Article XII.

The secretary will give notice, or cause notice to be given, of all members' meetings, and meetings of committees for which notice is required by statute or by the bylaws. If the secretary or other person authorized by the secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Co-op.

The secretary will have such other powers and perform other duties as prescribed by the Members Committee or by the bylaws.

#### F. Duties of the Treasurer

The Treasurer will chair the Accounting Committee and keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the Co-op, including accounts of its assets, liabilities, receipts, disbursements.

The Treasurer will (1) deposit Co-op funds and other valuables in the Co-op's name and to its credit with depositaries designated by the Members Committee; (2) make disbursements of Co-op funds as authorized by the board; (3) render a statement of the Co-op's financial condition and an account of all transactions conducted as chief financial officer whenever requested by the president or the Members Committee; and (4) have other powers and perform other duties as prescribed by the Members Committee or the bylaws.

### **ARTICLE IX: ALLOCATIONS AND DISTRIBUTIONS**

#### A. Fiscal Year

The fiscal year shall end on the last day of December each year.

#### B. Members Covenant to Declare Income for Tax Purposes

Each member shall take into account on his or her income tax return the amount of any distributions to their Owner Accounts.

#### C. Periodic Redemption of Member Accounts

The Co-op may periodically pay at their discretion members to reduce the amount of deferred funds credited to their Member's Account.

#### D. Unclaimed Equity Interests

E. Any unclaimed interest in the Co-op held by a member shall become the property of the Co-op if the Co-op gives at least 60 days prior notice of the proposed transfer to the affected member by (1) first-class or second-class mail to the last address of the member shown on the Co-op's records, and (2) by publication in a newspaper of general circulation in the county in which the Co-op has its principal office. No property or funds shall become the property of the Co-op under this section if written notice objecting to the transfer is received by the Co-op from the affected member or heir prior to the date of the proposed transfer.

#### F. Dissolution Distributions

*Upon the dissolution of the Co-op, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the IRS Code or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Co-op is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.*

### **ARTICLE X: CHECKS AND CONTRACTS**

#### A. Authorized Signatories for Checks

The Co-op will not be authorized to acquire debt with the exception of unpaid Member Accounts or by a three-quarters vote of the Membership Committee.

All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Co-op will be signed or endorsed by the person or persons in the manner authorized from time to time by resolution of the Members Committee.

#### B. Executing Co-op Contracts and Instruments

The Members Committee by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Co-op. This authority may be general or it may be confined to one or more specific matters. No officer, agent, member, or other person purporting to act on behalf of the Co-op will have any power or authority to bind the Co-op in any way, to pledge the Co-op's credit, or to render the Co-op liable for any purpose or in any amount, unless that person was acting with authority granted by the Members Committee as provided in these bylaws, or unless an unauthorized act was later ratified by the Co-op.

## **ARTICLE XI: RECORDS**

### **A. Records Required to Be Kept**

The Co-op shall keep at its principal office:

- the original or a copy of its articles and bylaws as amended to date;
- adequate and correct books and records of account;
- minutes of the proceedings of its members, board, and committees of the board; and
- a record of its members giving their names and addresses.

Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.

### **B. Inspection Rights**

The Co-op's bylaws and articles shall be open to inspection by the Members at all reasonable times during office hours.

Any such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

The accounting books and records and minutes of proceedings of the Members Committee shall be open to inspection.

Every Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Co-op.

## **ARTICLE XII: BYLAW AMENDMENT**

Bylaws may be adopted, amended, or repealed by approval of 75% of the Members.