

Executive Summary

Oryana Bylaws Refreshed

Over the course of 2023, through many meetings, consultations and presentations, the Oryana Board Bylaws Review Committee and full Oryana Board completed the task of reviewing and refreshing our bylaws to ensure that they stay in sync with the many changes in cooperative governance, Oryana's growth and changes in membership.

The following is a summary of that work and the recommended changes being presented to the full Oryana membership in April of 2024.

Overview of Recommended Changes & Revisions

- Removed gendered language.
- Indicate that member decisions must be made through extended balloting and not just at member meetings alone.
- Remove language referring to work requirements as not in use.
- Remove language referring to categories of membership as not in use.
- Replace member rights and responsibility language with recommended coop language.
- Replace buying deposit/share refund/redemption language with recommended coop language.
- New (clearer) statement on return of equity included, with legal and operations input, making it both easier to manage, but also following statute.
- Article IV Sec 1 Annual meetings as required by statute. Added email notification (acceptable according to legal review).
- Streamline process for terminating membership by replacing it with recommended coop language.
- Remove the process for nomination of board candidates from the floor at member meetings per request of nomination and recruitment committee.
- Streamline provision re: compensation to give board increased flexibility and remove reference to BayBucks.
- Streamline and clarify language re: conflict of interest by replacing with recommended coop language.
- Streamline the language re: role of board by tracking recommended coop language more closely.
- Article II: Purpose (last line). Changed to reference the International Cooperative Alliance's Statement on Cooperative Identity.
- Article IV, Section 2: Special meetings and Section 3: Voting. Calling a special meeting will require signatures of at least 10% of the voting membership, whereas quorum for voting shall be at least 50 members.
- Article V, c. Election. Removed the reference to a nominating committee to give the board more flexibility to design processes as needed to accomplish the work. Remove nominations from the floor during GOM to allow more vetting of nominees.

- Article V, Section 1, A: per board approval, changed to indicate employees of Oryana shall be ineligible to serve as Board members. Language about employees in Article V, Section 4 (Officers) has also been struck.
- Article V, Section 1, D. Terms of office for board members. No term limits recommended at this time.
- Article V, Section 1, E. Vacancies. Recommendation is that the appointed Board member shall complete the remaining term of the vacancy allowing the board to stay on cycle with terms.
- Article V, Section 2, C. Remove board decision-making process detail in bylaws and handle through board policy.
- Clarified removal of directors to be by petition and special meeting, or by a 2/3 decision vote of the board.
- Article III, Section 11: Language re: patronage to non-members has been removed.
- Information that the cooperative shall issue to members (Article III, Section 7) has been retained based on legal counsel, as required by statute. This has been moved from the section on Rights and Responsibilities to the section on Required Information

