

## **Arroyo Food Cooperative, Inc.**

Board Meeting Agenda

January 7th, 2010, 7:00pm, at the Altadena Community Center's conference room

### **INTENDED OUTCOME**

By the end of this meeting we'll have officially formed the Board of Directors, heard from Team Leaders and plotted out a course of action for the next month.

**CHECK IN** (informal discussions, etc.)

### **CALL TO ORDER**

- Interim board members sign waiver of notice document
- Announcement of interim board members
- Discussion/vote of board members on the following resolutions...

### **Minutes and Books**

85) PROPOSED RESOLUTION: that the Secretary of the cooperative shall record, or cause to be recorded, all proceedings of the Board of Directors, Board Committees, and members in a secure location accessible to all board members.

86) PROPOSED RESOLUTION: that the minutes of all meetings of the Board of Directors, Board Committees, and members shall include the following information in addition to a record of the proceedings: the time and place of the meeting; whether it is regular or special and, if special, how it was authorized; what notice of the meeting was given; the names of those present and absent from Board and Board Committee meetings; and the number of members present at meetings of members.

### **Bylaws**

DISCUSSION, bylaws as developed by the Arroyo Food Cooperative legal team.

64b) PROPOSED RESOLUTION: that the Bylaws presented to and considered at this meeting are hereby approved and adopted as the Bylaws of the cooperative.

### **Officers**

87) Volunteers and/or nominations then vote for three offices:

- President
- Secretary
- Chief Financial Officer / Treasurer

### **Membership Disclosure Document and Records**

88) PROPOSED RESOLUTION: that the cooperative hereby adopts the membership application, membership disclosure document, and “receipt” presented to this meeting as the forms that will be used by the cooperative, and that the Secretary is directed to attach a copy of such forms to the minutes of this meeting.

89) PROPOSED RESOLUTION: that a record of all memberships and shares issued or canceled shall be kept, or directed to be kept, by the Secretary.

### **Attorney and Incorporation Costs**

90) PROPOSED RESOLUTION: the sum of \$3,438.02 was advanced for attorney’s fees and other costs in forming the cooperative, and that the cooperative received the benefit of the services and expenditures thereof.

91) PROPOSED RESOLUTION: that Patrick Reagan be reimbursed for such advancements by the cooperative in the amount of \$3,438.02 and that any further amounts due on account of attorney’s fees or other costs connected with the formation of the cooperative, the issuance of memberships and shares by the cooperative, or its qualification to transact business, shall be a liability of the cooperative whether or not the services were performed before or after the date of this meeting.

### **Issuance of Memberships and Shares Without Permit**

92) PROPOSED RESOLUTION: that until the Members approve another amount, as provided in Article III of the Bylaws, all shares will be issued for \$300.00 each. This investment may be made in one payment or installments of at least 10% per year.

### **Licenses and Permits**

93) PROPOSED RESOLUTION: that the officers of the cooperative are directed to procure in the name of the cooperative such licenses and permits as may be required to conduct the business of the cooperative by any federal, state, county, or municipal governmental ordinance, regulation, or law, and to do all things necessary or convenient to qualify the cooperative to transact its business in compliance with the laws and regulations of any appropriate federal, state, county, or municipal governmental authority.

### **Corporate Data Statement**

94) PROPOSED RESOLUTION: that the appropriate officers of this cooperative shall, within 90 days after the date that the Articles of Incorporation of the cooperative were filed with the California Secretary of State, to wit within 90 days after October 26, 2009.

95) PROPOSED RESOLUTION: that the Secretary of the cooperative is directed to procure without delay from the California Secretary of State copies of the form prescribed by that office for the filing of the statement required by Section 12570 of the California Corporations Code.

## **Deposit Accounts**

DISCUSSION, comparison of local banks and credit unions carried out by Patrick Reagan and Cherry Lee

96) PROPOSED RESOLUTION: that OneUnited Bank, a deposit institution, is hereby selected and designated as a depository of funds of this cooperative, and that a checking account be established and maintained by and in the name of this cooperative at the office of this institution, on and subject to such terms and conditions as the President and Secretary of the cooperative and the institution may agree.

97) PROPOSED RESOLUTION: that all checks, drafts, and other instruments for the payment of money earned or accepted by this cooperative for payment from such account or at such office of the institution be signed on behalf of this cooperative by one of the officers of the cooperative, or any person or persons so authorized by the Directors of the cooperative.

98) PROPOSED RESOLUTION: that any checks, drafts, or other instruments for the payment of money, endorsed on behalf of this cooperative for deposit with or collection by said deposit institution, may be so endorsed in the name of the cooperative by written or stamped endorsement and without designation of the signature of the person making such endorsement.

99) PROPOSED RESOLUTION: that the Secretary of the cooperative is hereby authorized and directed to certify to the deposit institution that these resolutions have been duly adopted, and are in conformity with the Articles of Incorporation and the Bylaws of the cooperative, and to further certify to the institution the names and specimen signatures of the present officer(s) or other person(s) of the cooperative authorized to sign on such account, and if and when any change is made in the identity or authority of such officers or other person(s), the fact of such change and the name and specimen signature of each new officer(s) or other person(s).

100) PROPOSED RESOLUTION: that the deposit institution is required and authorized to honor, receive, certify, or pay any instrument signed or endorsed in accordance with these resolutions and the certification provided for by these resolutions then in effect, including any such instrument drawn or endorsed to the personal order of, or presented for negotiation, deposit, or payment by, any officer signing or endorsing the same.

101) PROPOSED RESOLUTION: that these regulations and each certification herein provided for shall remain in full force and effect, and the deposit institution is authorized and requested to rely and act thereon until it shall receive, at its office to which the certified copy of these resolutions is delivered, either a certified copy of a further resolution of the Board of Directors amending or rescinding these resolutions, or a further certification of the names and signatures of the officer or other person(s) authorized to sign on such account.

**CONSENT AGENDA** (Directors can move to discuss these under current business. Otherwise we'll vote to approve them all at once as a time saving strategy.)

- (no consent agenda items this month)

## **TEAM LEADER REPORTS**

**Membership Team**, Kristin Petherbridge

- Arroyo Time Bank account, tabling/presentation at 1/30/09 event (4:00pm - 7:00pm)

**Education Team**, Gloria Putnam

**Marketing Team**, Joseph Shuldiner

**Party Team**, Susan Carrier

**Finance/Admin Team**, Patrick Reagan

- balance sheet

- member report

- PROPOSED RESOLUTION: Yahoo! group name change from “aafcsc” to “AFoCo Founding Team”

**Bricks and Mortar Team**, Stephen Rudicel

**Volunteer/Outreach Team**, Elizabeth Nelson

**Product Sourcing Team**, Kelly McCune

## **SUMMATION OF DECISIONS**

## **REFLECTION ON MEETING EFFECTIVENESS**

## **ADJOURNMENT**

The Arroyo Food Cooperative’s Mission Statement..

“To engage the ecologically-aware hearts, minds and stomachs of our area, no matter what their household incomes, by offering the most earth-friendly grocery products and services available. To consistently search for better offerings and to support suppliers that are working toward the same goals.

The Arroyo Food Cooperative will differentiate itself in the marketplace by empowering our members with practical product choices, thoughtful education/social opportunities and substantial entrepreneurship encouragement ? all with an emphasis on supporting a sustainable local economy and strengthening our diverse community.”