

BYLAWS FOR THE OHIO COOPERATIVE WORKERS' COUNCIL

I. Establishment of The Ohio Cooperative Workers' Council

- (A) The Ohio Cooperative Workers' Council ("Workers Council") shall be the governing body responsible to CoNimby Foundation ("Foundation") for operation, oversight, and coordination of The Ohio Cooperative ("Cooperative") subject to the ultimate authority of the Foundation.
- (B) The Workers' Council shall be composed of up to eighty-eight voting members:
- (1) The Workers' Council begins operation when there are at least three council members;
 - (2) The council members must be worker-owners of the cooperative, and live and work in the county they wish to represent; and
 - (3) There must only be one council member per county, adjusting accordingly with the state;
 - (4) The candidate must win by majority vote in cooperative elections;
 - (5) The candidate must be approved by the Workers' Council for election;
 - (6) The council member must be at least 25 years of age before elected;
 - (7) The council member must sign a volunteer member contract; and
 - (8) The council members serve nonconsecutive staggered terms.
- (C) The election criteria for council members shall ensure that Workers' Council membership include persons with a broad array of skill sets, perspectives, backgrounds, including knowledge in cooperative governance, sophisticated business expertise, prior board service, and/or persons who can assist the cooperative in its outreach to and relationships with the public, communities, and clients, and governmental entities to ensure optimal operations and advancement of the cooperative's mission, vision, and goals.
- (D) The term of office for council members shall be four years, and the terms of members shall be staggered to ensure that no more than one-third of the council members' terms will expire within a given year. No council member shall serve more than two nonconsecutive terms and/or eight nonconsecutive years.

II. Powers and duties.

CoNimby Foundation retains its ultimate sovereign power and authority over and fiduciary responsibility for all aspects of the mission and operations of The Ohio Cooperative.

Under the ultimate authority of the foundation and consistent with Ohio law, the foundation authorizes and designates the Workers' Council to act as a governing body on behalf of the foundation. In accordance with that responsibility, as authorized by the foundation and within the foundation's approved guidelines, the Workers' Council will be responsible for the following:

- (A) Assuring the cooperative follows its' mission: to foster job growth and creation, to foster community development, and to help its worker-owners be more successful;
- (B) Employing and evaluating the Executive Director: the Executive Director must be a masterful communicator, be a great people person, be a change manager, be a self-aware leader, be a network weaver, be knowledgeable, and be a continuous learner;
- (C) Advise the Executive Director on broad matters;
- (D) Ensure 100 percent of net profit is distributed to cooperative share owners;
- (E) Review cooperative policies and strategies to assure cohesiveness to mission;

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(F) Approve and monitor cooperative research: develop a subcommittee to serve as the institutional review board for all research, innovations, patents, trademarks and other intellectual property of the cooperative;

(G) Ensure sustainable growth of the cooperative: to approve Impact Fund® acquisitions, to approve mergers (reverse triangular merger is preferred method), to approve Impact Fund® investments, to establish new organizations as needed to ensure sustainable growth of the cooperative; and

(H) Hold and supervise cooperative elections: cooperative elections are held annually in August to assure newly elected council members have at least four months to prepare for their new position, and motions must be filed no later than the end of June of the current year for the current election, and to conduct a fair, honest, and impartial election.

III. Grant Making.

The foundation spends at least 85 percent of its adjusted net income or its minim investment return, whichever is less, directly for the active conduct of the exempt activities of the cooperative. The Workers' Council shall be responsible for managing and establishing grant-making foundations, programs, and for public grant making initiatives to positively impact the communities in which the cooperative operates.

IV. Accountability and reporting.

(A) To ensure that the Workers' Council meets its governance obligations council members must be accountable to the foundation.

(1) The chair of the Workers' Council shall provide the foundation a summary report of its activities and actions taken at each regular meeting;

(2) The chair of the Workers' Council shall report annually to the foundation on the following topics:

(a) Annual worker-owner happiness report;

(b) Annual compliance report; and

(c) Annual financial report.

V. Meetings and notice.

(A) Board year. The board year, shall be the calendar year from January first to December thirty-first of the same year to coincide with the calendar year.

(B) Regular meetings. Regular meetings of the Workers' Council shall be held at least four times a year at the discretion of and with a schedule established by the council. The regular meetings shall be set and publically announced and/or at such other time or place as may be announced by the chair.

(C) Special meetings. Special meetings may be called at the discretion of the chair, or the foundation, and shall be called by the chair at the request of three members of the Workers' Council, provided that notice of any special meeting shall be given to all worker-owners.

(D) Except as otherwise specified in these bylaws, all meetings of the Workers' Council shall be conducted in accordance with the latest revision of "Robert's Rules of Order".

VI. Quorum.

A majority of current council members shall constitute a quorum for the conducting of business at any meeting of the Workers' Council. If quorum is present, a majority vote of those members present and voting, subject to these bylaws, shall be required for approval of actions by the Workers' Council.

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VII. Vacancies.

Whenever a vacancy occurs on the Workers' Council, the chair of the Workers' Council shall immediately request a call for representative to run at the next election.

VIII. Removal.

The Chair of the Workers' Council, or by majority vote of members, may recommend to the foundation, that a council member be removed or suspended for violating their contract or neglecting the mission of the cooperative. The foundation has sole authority to remove a council member from the Workers' Council.

IX. Indemnification.

Council members of the Workers' Council shall be entitled to legal defense and indemnification against any claims or liabilities which might arise from the performance of their duties on behalf of the cooperative to the full extent permitted by law.

X. Compensation.

No Workers' Council member shall receive compensation for services rendered in the capacity as a council member. However, nothing herein shall be construed to preclude any council member from receiving reimbursement for actual expenses incurred in the course of such service.

XI. Confidentiality.

All members of the Workers' Council, and the appointed members of and all council committees have a duty of loyalty and fidelity to the cooperative, and they must govern their affairs honestly, exercising their best care, skill and judgment for the benefit of the cooperative so as to avoid conflicts of interest and the appearance of impropriety.

Members of the Workers' Council and its committees shall disclose to the chair of the Workers' Council any situation wherein such member has a conflict of interest that could possibly cause that member to act in other than the best interest of the cooperative. In any such situation the member shall abstain from acquiring any information developed by the cooperative and from participating in any discussions or voting related to such situation.

All members of the Workers' Council and its committees shall keep confidential all sensitive information of every kind including the strategic goals of groups, entities or subdivisions with the cooperative to the extent permitted by law. Members of the Workers' Council and its committees also shall abide by all confidentiality and conflict of interest policies and programs adopted by the cooperative from time to time.

XII. Disparagement.

All members agree to not defame or disparage the foundation, the cooperative, council members, or any of its affiliates, officers, directors or employees. For purposes of this section, "disparage" shall mean any negative statement, whether written or oral, about the foundation, the cooperative, council members, or any of its affiliates, officers, directors, products or services. Council members agree to pay full market value of any damages caused by defamation or disparagement. The Workers' Council agrees and acknowledges that this non-disparagement provision is a material term of their position, the absence of which would have resulted in the member not being approved for election.

Authorized by:

CoNimby Foundation

Name: Robert Farris, Chair & President

/s/

Date: 5/4/2017