



Board of Directors Meeting
Date: February 10, 2025
Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from January Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	1	Consent Calendar January Meeting Minutes	Action	Manny
		General Manager Update GM Update B1 - Financial Condition and Activities	Information Action	Brian M. Brian M.
	2	Committee Updates Member Engagement Elections	Action Action	Bernadette Laura
	3	- Policy		
	4	- Info Packet		
	5	- Schedule		
		Nominations Finance	Information Information	Brian P. Arnie
		Action Items Preferred Shares Dividends GM Eval committee	Action Action	Arnie Manny
8:00pm	6	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

January Meeting Min p.2
 Member Engagement Committee Plan p.5
 Elections Policy p.6
 Elections Info Packet p.14
 Election Schedule p.20
 Board Calendar p.21



Board of Directors Meeting Unapproved Minutes

Date: January 13, 2025

Convened: 6:02pm Adjourned to closed session: 7:25pm

Directors Present: Manny Leon, Arnold Sowell, Alexandria Jang, Brian Pimentel, Prasanna Regmi, Bernadette Brogden, Delfina Vargas, Kelsey Brewer, Barbara Mendenhall

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Tyler Burch (HR Director)

Members and Guests Present: Members attended in person other members attending via ZOOM

Notetaker: Lizz Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve the January agenda - Bernadette

Second - Alex

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

Board Office Hours comments -

Barbara and Bernadette attended office hours this last Friday. Some comments were for the Board and some were for operations. The member was interested in opportunities for member engagement.

Online participation for the zoom office hours: 0

Consent Calendar:

Motion to approve the Consent Calendar which includes December meeting minutes - Barbara

Second - Delfina

Motion approved

Action Items:

Audit Approval

Brian Dahik spoke on the behalf of Wegner CPA, he presented the auditors report. He gave an overview of the financial audit process which took place the last week of October and reviewed the auditors recommendations for the Board.

Patronage refund recommendation of \$150,000

Barbara pointed out that in the auditors letter there are things that we can be better at. She questions, what are the problems that could occur if the changes aren't made? Brian Dahik explains that there are controls put in place so that problems do not occur, although when there is a weakness or a deficiency Wegner will point that out, however their recommendations are just suggestions to be better to mitigate future problems.

Motion to approve the Financial Audit - Barbara

Second - Arnie

Motion Approved

Patronage Refund

Manny explained that this is the fourth year the Co-op has been able to give back to the Members.

Motion to approve the recommendation of the Patronage refund of \$150,000 - Barbara
Second - Prasanna

Motion approved

Columinate:

Rose Marie introduced herself as our new Columinate Consultant and gave a brief background of her experience.

GM:

GM Update

Brian M explained the year went well and the audit is now complete. He explains the numbers were strong and happy to be able to give back to the members.

Important Dates -

Member Quarterly, In February

Member Month - February

Director Retreat - Eco Farms

Cooperative Meeting - Feb 6th and Feb 11th

Staff Appreciation Week - Feb 17-21st

Safety training on the Farm for Orlando.

In the FYI this week there will be further details about the PAGA claim.

Kim Tucker :

The Strategic planning committee is requesting two Board Members to attend meetings.

- Prasanna
- Brian P
- Kelsey
- Barbara

Committee Updates:

Nominations

Brian P explained he submitted the committee plan and would like to amend the last bullet point to defer language to: "Encourage nominated candidates to attend two Board meetings and review governance materials as part of the education process"

Motion to approve the Nominations committee plan with the amendment that the last bullet point to defer language to: "Encourage nominated candidates to attend two Board meetings and review governance materials as part of the education process" - Arnie

Second - Delfina

8 for / 1 opposed

Motion approved

Policy

Motion to appoint Theadora Fuerstenberg to the policy committee - Barbara
Second - Alex

Motion approved

Discussion Items:

Co-op Principles

An email discussion was had about this, and the Board would need a bylaw revision to adopt this 8th principle from NCG.

The Board would have to come up with language to propose to the members.

Board Directors spoke about their opinions regarding the 8th principle from NCG.

Discussion to include DEI in our ENDS rather than our Co-op Principles.

No action was taken.

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Jan 15th the nomination form will be available on our website.

Barbara is not running for the Board, and would be interested in being the Election Chair.

Tasks/Assignments

1. Finance Committee Meeting
2. Member Engagement committee plan

ADJOURN MEETING AT 7:25pm to closed session

Motion: Alex

Second: Barbara

Motion approved

Closed Session Minutes – 01/13/2025

Attendees: Arnie Sowell, Alexandria Jang, Brian Pimentel, Kelsey Brewer, Delfina Vargas, Brian Munn, Manny Leon, Prasanna Regmi, Barbara Mendenhall, Kim Tucker

Directors Not Present: Bernadette Brogden (recused themselves)

Called to order by Manny Leon at 7:32pm.

Topic: Personnel – GM Compensation

After answering general questions about the proposed document, Brian M. and Kim excused themselves from the meeting.

Manny Leon moved to approve the GM Compensation Plan with COLA aligned at the Director level and to order the Executive Committee to finish the severance fee details as directed by the Co-op's lawyer. Motion seconded by Barbara Mendenhall.

Motion passed unanimously, 8-0.

Motion to adjourn by Brian Pimentel, seconded by Kelsey Brewer.

Closed session adjourned at 7:58pm.

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Member Engagement and Education Committee Plan - 2025

The Member Engagement and Education Committee will facilitate 7 events and plan the annual meeting.

Events will focus on member engagement, member education, and community service.

The Committee will also facilitate monthly member meet-ups at local businesses around the city.

The Committee will brainstorm ways to improve the member-portal on our website.

Farm Tour at the Center for Land Based Learning

Thursday, February 27, 2:30pm - 8:30pm

Free to Members, \$20 for non-members (RSVP required)

Farm visit and tour at the Center for Land-Based Learning's Riverfront Farm followed by a social and mixer at West Sacramento Community Center. This event is part of CAFF's California Small Farm Conference.

In addition to the farm tour, tickets will afford attendees access to over 40 online lectures.

Budget of \$200 - \$300 will be used to purchase tickets for interested committee/board/co-op members.

New Member Meet Up and Store Tour at Our Co-op

Date and time TBD

This event will be for New Members only (defined as members that have joined in the last 12 months). We will give members a tour of the store, discuss the many ways to get the most out of their membership, and have a sit down presentation on the history of our Co-op, the structure of our board, and the way we make decisions (policy governance quick lesson).

We will ask members to RSVP and will arrange with operations staff to use the upstairs learning center.

Budget - estimate \$200 for snacks and nonalcoholic beverages purchased from our Co-op.

Halloween Trick or Treat Event for All Ages at Our Co-op

Friday, October 31 time TBD

Engage with the 7 Cooperative Principles and the ways Co-ops impact the communities they serve while tasting foods and filling your bag with treats from each department. Fun for children and adults!

Budget - estimate \$200 for treats purchased from our Co-op.

Supporting our Round Up at the Register Partners

Sojourner Truth African Heritage Museum - *February* - Museum Visit

Saturday, February 23, 1pm - 5pm

Free to Members, \$8 for non-members (RSVP required)

Budget: \$80 - \$120 will be used to purchase tickets for interested committee/board/co-op members.

River City Food Bank - *March* - Volunteer Opportunity - *Date and time TBD*

WEAVE - *July* - Volunteer Opportunity - *Date and time TBD*

Soil Born Farms - *September* - Farm Work Day Volunteer Opportunity - *Date and time TBD*

Monthly Member Meet Ups

Third Thursday of Each Month 6pm - 8pm

2/20, 3/20, 4/17, 5/15, 6/19, 7/17, 8/21, 9/18, 10/16, 11/20, 12/18, 1/15

Potential meeting places include: Sac Yard, Magpie Cafe, Device Brewing, Urban Roots, New Helvetia, Revolution Wine Bar, Seka Hills Tasting Room, Licked Ice Cream Shop

Annual Meeting - *Date and time TBD*

Sacramento Natural Foods Co-op



2025 Election Information Packet

Please note that Ballot Packets will not be mailed to Co-op Members for the 2025 Election. To receive the online Ballot Packet, Co-op Members will need to have an email address on file with the Co-op. Check your online account here: (<https://accounts.sac.coop/login/>). Paper ballots will be available at the Customer Service Desk when voting starts for those members who want to vote on paper.

Candidate Eligibility & Nominations and Other Information

The Board of Directors is composed of nine (9) persons. Each candidate must be an active member of the Cooperative for at least 6 months prior to board service and shall continue to be an active member for the entire term of office. An "active member" is a member who is current on their payment toward the \$300 membership investment and patronizes the SNFC (Bylaws Section 2.04). Household shoppers are not eligible to serve on the Board. Only one employee of the Co-op may serve as a director at any one time. Any director who is also a paid employee shall resign from the Board if and when their employment ends.. Family or household members of a sitting SNFC Board member are not eligible to run for the Board (Bylaws Section 6.02).2(a)

A prospective candidate for a seat on the Board of Directors shall secure the nomination by one of the following methods:

- 1.1. Review and recommendation by the Nominations Committee and nomination by the board.
- 1.2. Petition signed by five percent (5%) of the membership.

To be recommended by the Nominations Committee for nomination by the Board of Directors, each prospective candidate must submit a Statement of Interest to the Nominations Committee by the date in the Election Timeline.

- 1.3. The Nominations Committee will contact prospective candidates to schedule a time to discuss interest and qualifications, as well as answer questions about Board service. Following that discussion, prospective candidates shall submit the Declaration of Candidacy Form and signed Directors Code of Conduct form in accordance with the Election Timeline.
- 1.4. Prospective candidates recommended by the Nominations Committee will be informed of the Committee's recommendation and presented to the Board of Directors for a vote confirming their nomination at or prior to the June Board meeting.
- 1.5. The Nominations Committee evaluates prospective candidate's qualifications, including their experience on governing boards or committees and with policy, governance and finance. The Committee may also ask about skills in negotiation, collaboration and written and oral communication. The Committee may also consider candidates' general cordiality and enthusiasm for serving the Co-op.

If you are petitioning for candidacy, your petition is due to the Co-op Secretary in accordance with the Election Timeline.

- 1.6. To petition for candidacy, candidates must submit a petition to run by gathering signatures of five percent (5%) of active members along with their member number.
- 1.7. Contact the Board Administrator at board-admin@sac.coop to obtain a copy of the

approved petition form and to learn how many signatures are required.

- 1.8. Candidacy petitions shall be submitted to the Co-op Secretary pursuant to the 2025 Election Timeline.

2. Guidelines for Candidate Statements & Other Communication to Members

Each candidate must prepare a statement of their position to be included on the ballot and posted on the website.

- 2.1. Candidate Statements must be no more than 275 words, not including the title ("Candidate Statement of (name)") and must be submitted by e-mail to the Board Administrator at board-admin@sac.coop. Candidate Statements must be received by the deadline stated in the Election Timeline to be included on the ballot. Candidate photos and videos must be scheduled, and will be done through Co-op staff, for consistency and fairness. Other materials for publication and social media may also be requested. Contact the Board Administrator for details on this procedure.
- 2.2. All candidates should participate in the "Meet the Candidate's Night" Election Forum that will be scheduled shortly before or soon after voting begins. See the Election Timeline for date. Every candidate will be given an equal opportunity to make a brief statement and respond to a set of questions, as well as those asked by members. There may also be additional informal live or virtual sessions scheduled.
- 2.3. Candidates may campaign outside the store in an area designated by the General Manager. Campaigning may begin pursuant to the date in the Election Timeline. Candidates must contact the Board Administrator at board-admin@sac.coop to sign up.
- 2.4. Candidate information presented online and in printed information will be rotated periodically to change the order of presentation. The list of candidates in the ballot will be random.

3. Procedures for Withdrawing Candidacy

A candidate may withdraw by submitting a request to the Election Committee through the Board Administrator at board-admin@sac.coop.

- 3.1. The request is appended to the candidate's Declaration of Candidacy and a notice of withdrawal is posted in the store and online.
- 3.2. If practical, the candidate's name and Candidate Statement are removed from the ballot and ballot pamphlet. If the election has begun, votes for a withdrawn candidate will not be counted.

4. Recall of a Director

SNFC Bylaws §6.04(a) describes the process by which an active member may initiate a recall of a member of the Board.

- 4.1. A recall petition for a board member can be initiated by any active member with a petition signed by twenty percent (20%) of the active members.
 - 4.1.1. A petition for recall of a director must include the name, member number, and phone number of the sponsor(s), the name of the director to be recalled, and the reasons for the recall. No more than one director may be named on a single petition for recall.
 - 4.1.2. The signers on a petition for recall must be active members (Bylaws §2.04(a) and must sign and print their full name and member number on the petition.
- 4.2. The petition for recall shall be submitted to the Board Administrator.
 - 4.2.1. Within 24 hours of receiving the petition, the Board Administrator shall verify that all signers are active members and submit it to the Election Committee to verify that the petition meets the requirements of this section.
 - 4.2.2. The Committee shall have 48 hours to complete its verification and submit a recommendation to the Board that states whether the petition is valid or invalid.
- 4.3. Within 48 hours of receiving a valid and verified petition for recall, the Board Chair (or designee, if Chair is the subject of the petition) shall notify the subject Director by certified mail and inform them of the deadline for submitting a written statement of defense.
- 4.4. A recall election shall be scheduled by the Board to be completed within 40 days of the receipt of the petition in the store. The disinterested members of the Board shall determine the method and schedule of the election, in conformity with any requirements of the Bylaws or California law.

5. Election to Fill Vacancy Due to Recall of a Director

- 5.1. If a Board vacancy occurs due to a recall by SNFC Membership, the succeeding Director must be elected by the Membership (Bylaws §6.03(b) in accordance with this Election Policy.
- 5.2. The Board may decide to hold the election either as part of, or separate from, the general election, based on the best interests of SNFC.

6. Guidelines for Proposing Measures

This is general information for SNFC members interested in putting a measure on the ballot for a vote of the membership. Any member attempting this process should consult the SNFC Bylaws and Election Policy for more detail, as well as the Election Timeline.

What is a Measure? A measure is a question or statement put on the ballot of an SNFC election to be voted upon by the members of the Co-op. It may be something new (an initiative) or a response to something that has already occurred (a referendum). In addition, a measure may be an "advisory survey" (e.g., not binding, but intended to take the pulse of the membership for Board consideration). Measures require a simple majority to pass. In general, measures are included on the ballot in the annual General Election, which takes place in the fall.

- 6.1. All measures must be reviewed by the Board of Directors, or designee(s), to make sure that they do not conflict with California or Federal law, the existing Bylaws or the Cooperative Principles.
- 6.2. There are two ways that a measure can be submitted to the membership for a vote:
 - 6.2.1. The Board of Directors approves a measure for the ballot by majority vote.
 - 6.2.2. A petition stating the action requested signed by five percent (5%) of the membership is received by the Co-op Secretary (Bylaw Section 5.01 (b)). Contact the Board Administrator at board-admin@sac.coop for petition format, date due, number of signatures required and submission email.
- 6.3. Measure petitions shall be submitted to the Co-op Secretary.
- 6.4. All measures must be certified by the Board by its June meeting and posted in the store and online within two days following certification. Instructions for submitting arguments for and against a measure will be included in the posting or can be provided by the Board Administrator at board-admin@sac.coop.
- 6.5. An advocate for a measure will have to fulfill the responsibilities of "sponsor". Sponsors are responsible for the following:
 - 6.5.1. Following all authorized campaign practices as described in this packet and in the Election Policy.
 - 6.5.2. At the request of the Board, agreeing to change the wording of any measure to meet legal or other guidelines. Proposed measures that do not meet legal standards may be rejected by the Board.

7. Guidelines for Bylaws Amendments

7.1. Amendments to the Bylaws may be proposed by:

7.1.1. A majority vote of the Board of Directors

7.1.2. A petition signed by 5 percent (5%) of the membership.

7.2. Bylaws amendments petition must be submitted to the Co-op Secretary. Contact the Board Administrator at board-admin@sac.coop for submission e-mail, petition format and number of signatures required.

7.3. Proposed Bylaws changes shall be submitted to a committee assigned by the Board. This committee shall:

7.3.1. Check the proposed amendment for legality, for conflict with other sections of the Bylaws, and for proper language.

7.3.2. Notify the membership, in writing, of the proposed amendment.

7.3.3. Hold a publicized meeting to discuss the proposed amendment.

7.4. Amendments to the Bylaws shall be adopted by a two-thirds (2/3) majority of those voting.

8. Arguments & Rebuttals for Proposed Measures or Bylaw Amendments

Members should contact the Board Administrator at board-admin@sac.coop for more detailed information about requirements for submitting an argument including how many member sponsors will be needed to meet the requirement.

8.1. Arguments and rebuttals must be submitted by the Board or by one percent (1%) of active members.

8.2. No person may submit both an argument in support of and an argument in opposition to the same measure or bylaw amendment. A member who has signed a petition for a measure or bylaw amendment may not submit an argument against that measure or bylaw amendment.

8.3. A Board member or Board committee member may not submit an argument against a measure or bylaw amendment submitted by the Board.

8.4. Due dates for arguments and rebuttals for and against ballot measures and bylaw amendments are outlined in the Election Timeline. Arguments and rebuttals must be

received by the deadline stated in the Election Timeline to be included on the ballot.

- 8.5. Arguments (maximum 275 words) and rebuttals (maximum 150 words) that exceed the maximum number of words will not be accepted.
- 8.6. Arguments and rebuttals will be reviewed by the Board Administrator, the Board Chair and the Election Committee Chair (collectively, the "Review Committee") for accuracy. Contents of the arguments and rebuttals must be accurate. If challenged, the authors must provide evidence that supports their arguments and/or rebuttal. Authors will be contacted by the Election Committee Chair on behalf of the Review Committee if changes are made or proposed.
- 8.7. Arguments are posted within two days after the Election Timeline deadline for their receipt or when finalized if revision is needed.
- 8.8. Due dates for rebuttals to arguments (if any) are outlined in the Election Timeline and are posted within 2 days after the deadline or when finalized if revision is needed.

9. Campaign Guidelines and Rules

Campaigning is defined as support for, or opposition to, any candidate, measure, bylaw amendment, or recall petition. This includes distribution of any material regarding a candidate, measure, or bylaw amendment; or collection of signatures on a petition for a candidate, measure, bylaw amendment, or recall and other activities generally considered "electioneering" by the Secretary of State of California.

(<https://elections.cdn.sos.ca.gov/ccrov/pdf/2018/may/18106jl.pdf>). In the event of a dispute, the Election Committee shall determine whether a particular activity is proscribed campaigning. The Board will then determine the appropriate sanction.

Campaigns shall be run according to the following guidelines:

- 9.1. Candidates may begin campaigning after the date Declaration of Candidacy and Code of Conduct forms are due and background checks, Candidate Statements and photos are completed in accordance with the Election Timeline.
- 9.2. Sponsors and opponents of a measure and/or bylaws amendment may begin campaigning after the Board has posted the measure and/or bylaws amendment in accordance with the Election Timeline.
- 9.3. Each candidate or measure/bylaws amendment sponsor or opponent is responsible for the conduct of their campaign.
- 9.4. No campaigning of any kind shall begin before the date set on the Election Timeline, unless otherwise allowed by the Election Policy or the Board.

- 9.5. All election-related materials posted in the store shall be posted only by the Nominations Committee, Election Committee or authorized staff.
- 9.6. Campaigning may not be conducted within the store or during any function of the Co-op, unless the function, or a portion of the function, is designed specifically to allow member discussion of candidates, measures, bylaws amendments, or petitions.
- 9.7. No listing of names, telephone numbers, emails or addresses shall be supplied by the SNFC to any individual for the purposes of campaigning.
- 9.8. The Election Committee is responsible for determining if violation of authorized campaign practices has occurred. The Committee will recommend to the Board whether a candidate should be disqualified from the ballot for violating these practices. The Board makes the final decision on disqualification.
- 9.9. The Board may disqualify from further campaigning on store premises or at authorized SNFC election functions a supporter or opponent of a ballot measure who has violated these practices.
- 9.10. No money belonging to SNFC may be used for campaigning, except for the distribution of candidate's written or recorded statements and pro and con analyses.
- 9.11. The General Manager shall designate a safe, accessible location or locations on Co-op property for in-person campaigning to take place. The Board Administrator board-admin@sac.coop shall create a schedule and sign-up process for reserving time to campaign in the designated space. Candidates, measure supporters and measure opponents must contact the Board Administrator at board-admin@sac.coop to schedule time to campaign.

Date Approved:

Election Policy



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Election Overview

The Sacramento Natural Foods Cooperative's (SNFC) elections¹ shall be held in accordance with applicable California statutes (Bylaws, §6.07), in a manner prescribed by SNFC Bylaws, the Board of Directors (Board), and this Election Policy (Policy), as established by the Board (Bylaws §6.07.) The Election Policy prescribes procedures for the following types of elections and actions:

- Annual Board of Director elections (Bylaws, §5.01(a), 5.09, Article 7);
- Referenda and initiatives (measures) or advisory surveys submitted to SNFC Membership (Bylaws, §5.01(b), 5.02, 5.09);
- Amendments to bylaws submitted to SNFC Membership (Bylaws, §10.06);
- Board of Director recall elections (Bylaws, §6.04(a));
- Board of Director election to fill a vacancy caused by recall of Director (Bylaws, §6.03(b));

1. General Election Administration and Timeline

Annually, the Board shall conduct a general election for the SNFC Membership to elect Board Members, in conformity with Bylaws Article 7. Elections may be conducted online with an electronic ballot packet sent to members and no ballot packet mailed to Co-op members. Paper copies of the ballot will be available to eligible members, as well as a drop box provided in the store for return of those paper ballots. Any proposed (1) amendments to Bylaws; (2) measures; (3) or advisory surveys that properly qualify for submission to the Membership² may be included in the general election.³

1.1 Election Administration

The Board, or its designee, shall be responsible for entering and managing contracts with election administration providers, including, but not limited to, full-service providers of online elections.⁴ Such contracts, when entered into by the Board, are incorporated into the Election Policy for purposes of election administration. Pursuant to the terms of the contract, and in accordance with the Bylaws, the election administration provider shall be responsible for creating individual voter IDs for the ballot preparation, vote verification, election certification, and election report production.

An Election Committee (Committee) shall be appointed by the Board to otherwise administer elections (Bylaws, §6.05). The Committee and Board Administrator are responsible for election administration duties that complement the election administration provider contract.

SNFC Staff will be responsible for the graphic layout of the electronic and paper ballots and will work with the election administration provider in the creation of individual ballots.

1.2 Election Information Packet and Election Timeline

Annually, in coordination with the Committee, the Board Administrator shall edit the Election Information Packet, and it shall include:

- An election timeline;⁵
- Candidate eligibility and nomination information;
- Guidelines for Candidate Statements;
- Procedures for withdrawing candidacy;
- Guidelines for proposing a measure or Bylaws amendments;
- Guidelines for submitting arguments and rebuttals on proposed actions; and
- Campaigning guidelines and rules.

On or before the March Board Meeting the Board shall vote to approve the Election Information Packet. The approved Election Information Packet will be incorporated into the Election Policy. Each year, when the Board approves a new Election Information Packet, the Election Information Packet from the previous year shall become null.

2. Election Duties

The following Election Duties are to be performed by the Committee and Board Administrator, unless otherwise stated or determined by the Board.

2.1 Ballot Packet Preparation

The Committee is responsible for estimating how many paper ballots might be needed for the election and for ensuring all information included in the ballot packet conforms to the requirements of the Bylaws, the Policy, the Election Information Packet, and any other relevant governing documents. Once approved by the Committee, the Board Administrator is responsible for overseeing preparation of ballot packets and coordinating approval of the ballot packets by the Board Chair (or other Board designee not on the ballot) to be completed prior to ballot packets being uploaded, as provided in the Election Timeline.

Pursuant to Bylaws Article 5, California law and this Policy, the following information **must** be included in ballot packets:

- The number of votes required to meet quorum requirements;
- The time by which the ballot must be received in order to be counted; and
- The percent of votes required to pass a measure (only for ballots for elections other than the election of Directors or advisory surveys)

¹ "Elections" include, but are not limited to, all actions requiring a vote by the Members.

² See Bylaws Article 5, §10.06 for specific requirements.

³ Nothing prohibits the Board from scheduling a vote on any of these three actions on a schedule separate from the general election timeline.

⁴ Pursuant to Bylaws §5.10, elections may be conducted using electronic transmissions.

⁵ The election timeline shall include the information listed in Appendix A

Other information that **shall** be included in the ballot packet:

- Number of Eligible Voters
- Statement of SNFC policy that no SNFC money may be used for campaigning, except for costs of distributing election information to members and promoting the election.
- Candidate Statements;
- Identification of candidates recommended by the Nominations Committee and nominated by the Board;
- Instructions for completing and returning a paper ballot to the election administration provider or to SNFC premises;
- Instructions for completing the online ballot;
- Pro and con arguments and rebuttals for measures and bylaws amendments, as approved and received in accordance with the Election Information Packet and Election Timeline;
- Contact information for the Committee or the Board Administrator; and
- Procedures for challenging election results.

2.2 Ballot Content Review

Ballots shall be prepared by the SNFC Staff and election administration provider, unless otherwise directed by the Board. Prior to printing, the Board Administrator and Committee **must** ensure the ballot contains the following:

- The proposed action;
- Opportunity to specify approval, disapproval, or abstention of a proposed action; and
- Ensures a secret ballot.

When the proposed action is election of Board Members, the names of nominees shall be listed in random order with a choice for approval, including the maximum number of nominees to select.

2.3 Ballots Received at SNFC Premises

On the day voting for an election commences, the Board Administrator will deliver printed paper ballots to the customer service desk. Printed ballots shall be made available for any Co-op member wanting to submit a paper ballot or who did not receive an electronic voting invitation. The Board Administrator shall conspicuously place a box on SNFC premises for collecting paper ballots. The Board Administrator is responsible for ensuring the security of the ballot box during the election and ensuring removal of the ballot box on the last day of the election at store closing time. The Board Administrator is responsible for transmitting paper ballots collected on SNFC's premises to the election administration provider, in accordance with SNFC's contract with the provider.

2.4 Results Reporting

The election administration provider shall provide the vote results no later than 4 days after the election ends (allows time for paper ballots to be mailed next day to vendor and inputted). These results shall be shared with the Committee Chair and the Board Chair (or designee if Chair is a candidate) and posted in the store and online as soon as possible.

The Election Committee Chair shall present the election report containing information provided by the election administration provider and SNFC staff, to the Board at the October board meeting.

Upon the Board's adoption of the election report results, including any amendment(s) to the Bylaws, approved measure(s), advisory survey results, or any other matter(s) decided by mailed or online ballot, a copy of such shall be conspicuously posted at SNFC premises, not later than two (2) days thereafter.

2.5 Election Disputes

Any and all disputes, including matters concerning eligibility of a nominated candidate during or after an election, campaign conduct before or during a vote, or election administration, are to be presented to the Committee or Board Administrator. Within 72 hours of receiving notice of a dispute, the Committee and Board Administrator shall draft a summary of the dispute and recommend a proposed action to the Board. The Board shall resolve the dispute, in a manner that best serves the interests of SNFC, including, without limitation, in the event of need or a conflict of interest, referring the dispute to a third-party arbiter, such as legal counsel, for resolution.

Members may only challenge the results of an election in which they voted. The last day to dispute an election is included in the election timeline.

3. Other Types of Elections

Elections to Recall a Director, to Fill a Board Vacancy, to vote on a Measure and to vote on Bylaws Changes are discussed in the Election Information Packet. These types of elections may be conducted on an "as needed" basis, in accordance with the Bylaws. They are not required to conform to the Election Timeline adopted in the Election Information Packet. However, all elections must conform to the campaign guidelines and rules contained in the Election Information Packet, as adopted by the Board and incorporated into this Policy.

Appendix A

The election timeline shall provide the dates for **at least** all the following information:

- Deadline when members must be active members (Bylaws §2.04(a) and eligible to be a candidate in the Election
- Deadline when Candidate Statement of Interest is due to the Nominations Committee
- Deadline for Nominations Committee to recommend candidates to the Board
- Deadline for Board to confirm candidate nomination
- Deadline when petitions to run are due for candidates seeking nomination by petition
- Deadline when Declaration of Candidacy and Code of Conduct forms are due for all candidates
- Deadline for submission of candidate statements
- Deadline for Board to certify measures and bylaws amendments for the ballot
- Deadlines when candidates and sponsors and opponents of measures can begin campaigning
- Deadline for public posting of ballot measures and bylaws amendments
- Deadline for submission of pro and con arguments
- Deadline for posting of approved pro and con arguments
- Deadline for submission of rebuttals to pro and con arguments
- Deadline for posting approved rebuttals to pro and con arguments
- Date by which members must be active members (Bylaws §2.04(a)) and are eligible to vote in the election
- Date electronic voting opens with online ballot packet and when paper ballots are available in the store at the Customer Service Desk
- Last day to vote electronically or drop paper ballot in the store at the Customer Service Desk
- Day results will be reported to the Board Chair (or delegee) and Election Committee Chair by election administration provider
- Day election results will be publicly posted
- Final day to file a challenge to the election
- Board meeting date where results are reported and accepted by the Board

Sacramento Natural Foods Co-op 2025 Election Timeline

Feb 27	Election Forum - How to Run for the Board. Format by Nominations Committee.
April 4	Deadline to submit interest in running for the Board of Directors.
April 12	Deadline to become a member or be active to run for the Board of Directors.
May 30	Deadline for Nominations Committee to submit candidates for Board approval for the 2024 election.
June 9	Board Meeting. Board votes to approve candidates for ballot. Board certifies measures.
June 10	Members seeking nomination as a candidate by petition can begin collecting signatures.
June 27	Petitions to run for the Board of Directors due. Candidate statements and photos due. Declaration of Candidacy and Code of Conduct forms due for all candidates.
July 7	Campaigning may begin for the Board of Directors candidates. Ballot measure arguments due and immediately posted if accepted.
July 9	Arguments for Ballot Measures posted if revision required.
July 14	Rebuttals to Arguments for Ballot Measures due and posted if accepted.
July 16	Rebuttal to Arguments for Ballot Measures posted if revision required.
August 11	Board Meeting. Deadline for members to be current in their member investment and have shopped in the last 12 months to be eligible to vote.
August 21	Meet the Candidates Event 1
August 26	Election opens. Electronic voting opens. Paper ballots available by request at the Customer Service Desk for members who want to vote on paper or need a replacement ballot.
September 5	Meet the Candidates Event 2
September 24	Last day to vote electronically or drop off ballots at the Co-op.
September 30	All ballots counted and results certified by Simply Voting. Results reported to the Board Chair and Election Committee Chair. Election Results posted in-store and Online this day or next.
October 3	Last day to file an election challenge.
October 13	Board Meeting. Election Report submitted to the Board. New directors are seated.

	Jan. 2025	Feb. 2025	Mar. 2025	April 2025	May 2025	June 2025
Board Education & Development	Registration for CCMA: Open , early bird before April 11, 2025 CBL 101 - Jan 18th 8am	Fundamentals of Interpersonal Communication Feb 19th		Explorations in Governance April 1 CBL 101 April 12th Finance Training for Directors April 29th Constructive Approaches to Handling Complaints about your GM April 30th	Navigating the GM Compensation & Evaluation Processes May 7th CCMA - May 29-31, 2025	
Board & Member Engagement Opportunities		Call for Board Candidates Run for the Board Forum Feb 27th Candidate Nomination forms & Election Info Online	Member Quarterly Article & Board Notes Due March		Member Engagement Event	Member Quarterly Article & Board Notes Due June
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision Establish GM Evaluation Committee	Nominations & Education Committee Plan Approvals Election: Policy, Info Packet & Schedule Update Preferred Shares Dividends Decision				Request for Proposal template to GM(GM compensation) Nominations Com. To Submit Candidates For Board Approval for Ballot Review Board Office Hours
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities	No Reports	No Reports	B1 – Financial Condition and Activities, B3 - Asset Protection	No Reports
Co-op Community Happenings		Member Days February 1-28			Member Days May 1-31	

	July 2025	August 2025	Sept. 2025	Oct. 2025	Nov. 2025	Dec. 2025
Board Education & Development	CBL 101 Jul 19th		Explorations in Gov Sep 9	Director Orientation Finance Training Oct 14th CBL 101 Oct 18th	Retreat Nov 7th & 8th	
Board & Member Engagement Opportunities		Annual Meeting Member Engagement Event	Meet the Candidate Event Sept Member Quarterly Article Due & Board Notes Due Office Hours Sept	Call for Committee Members		Member Quarterly Article Update & Board Notes Due Dec
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair	Board Budget (by August 31)	General Election Call for Board Officer Interest	Seat New Board Directors Elect Board Officers Call for Committee Chair & Member Interest Columinate Contract	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments
GM Limitation Monitoring Reports	B4 – Membership, B5 – Customer Experience, A – Ends & B6 – Staff Treatment and Compensation	B1 – Financial Condition and Activities	B2 –Planning and Financial Budgeting, B7 –Communication to Board, B8 – Board Logistical Support & B9 – Emergency General Manager(GM) Succession	No reports	B1 – Financial Condition and Activities, & B3 –Asset Protection	B – Global Executive Constraint
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Festival Sept		Member Days November 1-30	

Calendar Items with date to be determined: CA Center for Co-op Development Conference

Register for Columinate Training: <https://columinate.coop/events/>