



Board of Directors Meeting

Date: December 8, 2025

Time: 6pm

Timekeeper: Dave Berner

Time	Item	Topic	Information/ Action	Presenter
5 min		General Business Introductions Agenda Review Review Tasks from November Meeting Member Comments (2-minute limit)	Information Information Information Information	Alex Alex Lizz Alex
1 min	1	Consent Calendar November Meeting Minutes	Action	Alex
10 min		General Manager Update GM Update B- Global Executive Constraint	Information Action	Brian M. Brian M.
20 min	2 3	Action Items Committee Member Appointments Board and Self Survey Adhoc Committee Charter Policy Committee	Action Action Action Action	Alex Alex Arnie/Kelsey Barbara
10 min		Discussion Items Office Hours	Discussion	Alex
10 min	4	Closings Announcements Review Board Calendar 2025/2026 Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

- November Meeting Min p.2
- Adhoc Committee Charter p.5
- Election Policy p.7
- Election Timeline p.13
- Election Packet p.15
- 2025 Calendar p.23
- 2026 Calendar p.25



Board of Directors Meeting Unapproved Minutes

Date: November 11, 2025

Convened: 5:59pm Adjourned: 7:08pm

Directors Present: Brian Pimentel, Bernadette Brogden, Kelsey Brewer, Prasanna Regmi, Alexandria Jang, Arnold Sowell, Delfina Vargas, Dave Berner

Director(s) Absent: Isabel Pares

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

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

Notetaker: Lizz Ortiz Meeting Facilitator: Alex Meeting Chair: Alex

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve the November agenda - Bernadette

Second - Kelsey

Approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

Tim O. states he has been trying to attend Office Hours and asks if it would make sense to hold them on the floor, maybe during different times of the day or even on the weekends.

Also, he recommends someone from the staff to be there as well.

Another comment stated they attended office hours but has stated he has not heard back yet.

There were two email comments that Alex had responded to.

Bernadette states there were 3 members that came to the October office hours, and they will send out their notes to the Board soon.

Consent Calendar:

Motion to approve the Consent Calendar which includes October meeting minutes - Delfina

Second - Prasanna

Motion approved

GM:

GM Update

We have posted the job for the Finance Director; Brian spoke to the recruiter this morning. It will probably be a couple of weeks before they interview anyone looking to hire in the new year. Equal exchange, working with them more. One of the things being distribution, starting a trial with our oranges this year, so they will be taking our oranges to Briar patch. We will continue to distribute to other places but hopefully one day they will do all distribution. We are bringing on a new HR payroll system; we have had a lot of issues with Paycom, and so

Tyler and his team have been working hard to move forward. Expansion update, in the beginning phase, consultants at G2G are working on the market study in early December. November is member month, closed on Thanksgiving, wine sale 19 – 21st.

B1 - Financial Condition and Activities

Motion to approve the B1 – Financial Condition and Activities as presented in the Board Packet although it is in noncompliance - Brian
Second - Delfina

Motion Approved

B3 - Asset Protection

Motion to approve the B3- Asset Protect as presented in the Board Packet - Prasanna
Second - Arnie

Motion Approved

Action Items:

Finance, MEEC, and Policy Committee Chairs

Nomination to elect Arnie to chair the Finance Committee Chair and Dave as Co-chair - Bernadette
Second - Brian

Motion approved

Nomination to elect Delfina to chair the Member Education and Engagement Committee - Brian
Second - Kelsey
Motion approved

Nomination to elect Bernadette to chair the Policy Committee - Delfina
Second - Prasanna
Motion approved

Board Director Committee Member Appointments

Motion to appoint Prasanna as a member to the Finance Committee - Brian
Second - Bernadette
Motion Approved

Motion to appoint Bernadette and Isabel as members to the Member Education and Engagement Committee - Delfina
Second - Kelsey
Motion Approved

Motion to add Isabel as a member to the Policy Committee - Brian
Second - Prasanna
Motion Approved

Motion to add Delfina as a member to the Nominations Committee - Kelsey
Second - Bernadette
Motion Approved

Motion to appoint Dave and Prasanna as members to the Elections Committee - Brian
Second - Bernadette
Motion Approved

Committee Member Appointments

Three people put their name to be on the Elections committee: Anita Young, Nova Weatherwax and Jeanine Boyers.

Motion to appoint Anita Young, Nova Weatherwax and Jeanine Boyers to the Elections committee – Arnie
Second – Delfina

Motion Approved

Discussion Items:

Adhoc Committee

Kelsey – Arnie, Brian M and Kelsey met to discuss the formation and scope of a new committee that is focused on external relationships/partnerships/policy and the Growth/expansion of the Co-op. They do not have draft of the charter yet, but if the Board feels good about this committee, then they will move forward with having a charter by the next board meeting.

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Chairs, please review your list of people you'd like on your committee.

The Board did make online email decisions which was the Farm lease agreement and our consultant agreements utilizing Kim as consultant and Columinate as needed.

Tasks/Assignments

1. Committee member appointments
2. Adhoc committee – Charter
3. Adhoc committee meeting
4. Surveys from consultants will be given to the BOD for review
5. Appoint a timekeeper to each meeting

ADJOURNED MEETING AT 7:08pm

Motion: Brian
Second: Kelsey
Motion approved

Respectfully submitted by,
Lizz Ortiz
Board Administrator



Charter

External Advocacy Ad Hoc Committee

Type

Ad hoc committee established by the Board per Co-op bylaws 6.05.

Accountability

The External Advocacy Ad Hoc Committee serves under the general direction of the Co-op Board. The committee has no independent authority to direct the General Manager or any Co-op staff, or to commit any of the Co-op's resources.

Purpose

The purpose of the Committee is to support the Board's strategic goals by strengthening SNFC's external visibility, partnerships, and advocacy capacity. The Committee will focus on three core pillars:

1. Interfacing with the General Manager (GM) to understand opportunities, challenges, and strategic considerations related to SNFC's long-term growth and expansion.
2. Establishing and maintaining external relationships with local and statewide stakeholders, including elected officials, public agencies, nonprofits, NGOs, cooperatives, business associations, and community-based organizations.
3. Leveraging regional and statewide networks to advocate for policies, programs, and partnerships that advance SNFC's interests and Cooperative Principles at the local and statewide level.

The Committee will function in an exploratory, advisory, and relationship-building capacity and will sunset upon completion of its assigned work or at the Board's discretion.

Specific Duties

1. GM Interface: Growth & Expansion
 - Engage periodically with the GM to understand opportunities or barriers related to store expansion, satellite locations, partnership models, or long-term facilities planning.
 - Identify external trends, public initiatives, or economic conditions that may affect SNFC's strategic growth.
 - Communicate insights to the Board to support informed, forward-looking governance.
2. External Relationships
 - Develop and maintain a structured approach for outreach to local and statewide partners, including elected officials, agency staff, NGOs, and community organizations.
 - Serve as an initial point of Board-level engagement with external entities when appropriate, without superseding the GM's operational authority.
 - Identify opportunities for collaboration, shared initiatives, and community visibility that align with SNFC's mission and Board priorities.
3. Advocacy & Regional Support
 - Monitor regional and statewide developments that could impact cooperatives, independent grocers, local food systems, and community economic development.
 - Work with the GM and Board to assess potential advocacy positions that support SNFC interests while remaining consistent with cooperative values.
 - Recommend opportunities for the Board to engage in collective advocacy efforts (e.g., attending policy hearings, joining coalition letters, participating in statewide co-op or food system networks).

Chair

A Board Member (or two Board Members; "co-chairs") appointed annually by the Co-op Board.

Committee Make-Up

The committee chair, any additional Board members, the Board Administrator, the General Manager, and any number of active members from the staff leadership team, as determined by the committee chair(s). The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in the Co-op's policies.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board.

Removal

Non-directors serving on a committee of the Board of Directors shall conform to the standards of conduct applicable to Board members set forth in California Cooperative Law and the cooperative's governance policies, even though such persons are not members of the Board of Directors. Should any non-director committee member fail to conform to these requirements they may be removed from the committee by the executive committee of the Board of Directors following a 15 day notice to the committee member of the proposed removal, including an opportunity to be heard by the executive committee at least 5 days before the proposed removal becomes effective.

Date Approved: mm/dd/2025

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 process should ensure secret ballots. The Election Policy prescribes procedures for the following types of elections and actions:

- Annual Board of Director elections (Bylaws, §5.01(a), 5.01(b), 5.09, Article 7)
- Referenda and initiatives (measures) or advisory surveys submitted to SNFC Membership (Bylaws, §5.01(a), 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))

- **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. Ranked Choice voting may be implemented with Board approval. Elections may be conducted online with an electronic ballot packet sent to members via email only. For members not voting electronically, paper ballots will be available in the store along with a drop box for return of completed paper ballots. Any proposed (1) amendments to Bylaws, (2) measures, or (3) 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. The Board Administrator will review and give final approval to the election

administration provider for all election email messages sent to members as part of the balloting and voting process. Dates are in the month-day-year order (e.g. November 13, 2025 or 11/13/25) and time is written in 12-hour notation (e.g. 1:30 pm).

1.2 Election Information Packet and Election Timeline

Annually, in coordination with the Committee, the Board Administrator shall edit the Election Information Packet. 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 amendment;
- 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.

● **Election Duties**

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

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). Approval 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 to be counted; and
- The percent of votes required to pass a measure (only for elections other than the election of Directors or advisory surveys)

Other information that must 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
- Identification of candidates recommended by the Nominations Committee and nominated by the Board
- Candidate Statements
- 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.
- All proposed actions with opportunity to specify approval, disapproval, or abstention of a proposed action
- 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
- Instructions for completing the online ballot
- Instructions for completing and returning a paper ballot to the SNFC premises
- Contact information for the Committee or the Board Administrator
- Procedures for challenging election results

2.2 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

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.

removal of the ballot box on the last day of the election at the close of voting. 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.

2.3 Results Reporting

The election administration provider shall provide the vote results no later than 6 days after the election ends (allows time for paper ballots to be mailed next day to election administration provider 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 and online not later than two (2) days thereafter.

2.4 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.

- **Other Types of Elections**

Elections to Recall a Director, Fill a Board Vacancy, Vote on a Measure and/or 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
- 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 when candidates and sponsors and opponents of measures can begin campaigning
- 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 2026 Election Timeline

TBD Feb/March?	Election Forum - How to Run for the Board. Format by Nominations Committee.
April 3	Deadline to submit interest in running for the Board of Directors.
April 11	Deadline to become a member or be active to run for the Board of Directors.
May 29	Deadline for Nominations Committee to submit candidates for Board approval for the 2026 election.
June 8	Board Meeting. Board votes to approve candidates for ballot. Board certifies measures.
June 9	Members seeking nomination as a candidate by petition can begin collecting signatures.
June 26	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 6	Campaigning may begin for the Board of Directors candidates. Ballot measure arguments due and immediately posted if accepted.
July 8	Arguments for Ballot Measures posted if revision required.
July 13	Rebuttals to Arguments for Ballot Measures due and posted if accepted.
July 15	Rebuttal to Arguments for Ballot Measures posted if revision required.
August 10	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.
TBD-early/mid July or early August	Meet the Candidates Event 1 – Semi-formal, pre-shared structured questions, rotating candidate answers, member question submission, in-person and virtual event recorded and posted online
August 25	Election opens. Electronic voting opens. Paper ballots available by request at the Customer Service Desk for members who want to vote by paper ballot or need a replacement ballot.
TBD in late Aug/early Sept	Meet the Candidates Event 2 In person or virtual, informal, open member questions, recorded and posted online
September 15	Last day to vote electronically or drop off ballots at the Co-op. (voting period reduced to 3 weeks from more than 4 weeks)
September 21	All ballots counted and results certified by Simply Voting. Allows more days for vote results and election report preparation, deal with election challenge or other issue, and begin new director orientation Results reported to the Board Chair and Election Committee Chair. Election Results posted in-store and online this day or next.
Sept. 25	Last day to file an election challenge. Adds a day to submit challenge
October 12	Board Meeting. Election Report submitted to the Board.

	New directors are seated. Any bylaws revision or approved measures that affect policies updated and included in online Board files.
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Date revisions reduce voting period but otherwise just reflect one day difference from 2025 to 2026. Other text is explanatory regarding reasons for revision or format for Meet the Candidates events. These notes will not be included on the final Timeline

Sacramento Natural Foods Co-op



2026 Election Information Packet

Please note that Ballot Packets will not be mailed to Co-op Members for the 2026 Election. To receive the online Ballot Packet, Co-op Members must 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 (Bylaws Section 6.02)

- 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.

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 2026 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. Late Candidate Statement submissions will not be included in the Ballot but may be posted with online election materials. 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 Forums that will be scheduled shortly before or soon after voting begins. See the Election Timeline for dates. Every candidate will be given equal opportunity to make a brief statement and respond to a set of questions, as well as those asked by members. There will also be at least one informal live and/or virtual session 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.
- 2.5. The Board may approve ranked choice voting. If approved, the ballot will include appropriate instructions and information.

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 at board-admin@sac.coop .

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, 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 at or prior to the June Board 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 Bylaws 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 bylaws amendment. A member who has signed a petition for a measure or bylaws 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 bylaws amendment submitted by the Board.
- 8.4. Due dates for arguments and rebuttals for and against ballot measures and bylaws 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. The Review Committee has final approval over language included on the ballot.
- 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, bylaws amendment, or recall petition. This includes distribution of any material regarding a candidate, measure, or bylaws amendment; or collection of signatures on a petition for a candidate, measure, bylaws amendment, or recall and other activities generally considered "electioneering" by the Secretary of State of California.¹

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 when 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.

¹ See for general information. Reference to penal codes does not apply to Co-op campaigning

- 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.
1. See for general information. Reference to penal codes does not apply to Co-op campaigns
- 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.

10. Election Promotion

- 10.1 The store marketing team is an excellent resource for member outreach. They should be involved in developing and implementing strategies and campaigns to promote member voting.
- 10.2 Candidates are encouraged to campaign outside the store in designated areas pursuant to the Election Schedule. Candidate interaction with members helps personalize the election process and gives candidates an opportunity to share their vision and learn about the concerns of members.
- 10.3 To improve election turnout and ensure all Co-op members interested in voting are informed, the Election Committee may organize informational tabling outside the store. Tabling goals are:

10.3.1 To encourage members to update their email and to confirm eligibility before the August membership eligibility deadline.

10.3.2 To remind members to vote once ballots are sent and help those who did not receive an email ballot to obtain a paper ballot.

	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 6-8pm 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 21st	Meet the Candidate Event Sept 4 Member Quarterly Article Due & Board Notes Due 9/20	Call for Committee Members Office Hours Sept		Member Quarterly Article Update & Board Notes Due Dec 19
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 Consultants bring surveys to BOD
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/>

	Jan. 2026	Feb. 2026	Mar. 2026	April 2026	May 2026	June 2026
Board Education & Development		Co-op Cafe Feb 6?			CCMA - May 28-30, 2026	
Board & Member Engagement Opportunities	Decide Dates for spring retreat	Call for Board Candidates Run for the Board Forum Candidate Nomination forms & Election Info Online	Member Quarterly Article & Board Notes Due March 20			Member Quarterly Article & Board Notes Due June 18 Annual Meeting?
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision / Audit approval Establish GM Evaluation Committee Self and Board Surveys	Nominations & MEEC Committee Plan Approvals Election: Policy, Info Packet & Schedule Approval Preferred Shares Dividends Decision Auditor Approval			Review Board Office Hours	Request for Proposal template to GM(GM compensation) Nominations Com. To Submit Candidates For Board Approval for Ballot
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities	B4 – Membership, B5 – Customer Experience	A – Ends	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 2026	August 2026	Sept. 2026	Oct. 2026	Nov. 2026	Dec. 2026
Board Education & Development						
Board & Member Engagement Opportunities			Meet the Candidate Member Quarterly Article Due & Board Notes Due 18	Call for Committee Members	Board Retreat Nov 6th and 7th	Member Quarterly Article Update & Board Notes Due Dec ?
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair Collective Bargaining Agreement Training	Board Budget (by August 31)	General Election Call for Board Officer Interest	Seat New Board Directors Elect Board Officers, Nom Com Chair, Election Chair Call for Committee Chair & Member Interest Columinate Contract	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments Talent Characteristics to Nom Com
GM Limitation Monitoring Reports	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	

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