

# Bylaws – MARSH Cooperative

## Article I. Offices

MARSH Cooperative operates as a d.b.a. of Spark for the Arts, Inc., a 501(c)3 not-for-profit recognized by the Missouri Nonprofit Corporation Act and with its primary location in the State of Missouri.

## Article II. Purposes

The corporation shall be organized and conduct its business in accordance with one or more of the charitable purposes as specified in section 501(c)(3) of the Internal Revenue Code. The Board shall conduct all corporate acts in accordance with the Missouri Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The bylaws shall be maintained at Spark, Inc.'s principal office in Missouri as required by the Act.

The MARSH Cooperative operates in accordance with the purposes of the not-for-profit and is organized and conducted according to cooperative principles for the mutual benefit of its constituency of worker-owners, member-owners, and the general public. MARSH is democratically controlled and the earnings, savings, or benefits of the corporation shall be used for the general welfare of the members, shall be equitably distributed to its working members based on participation, and/or shall be designated for public benefit. No profits shall be retained by the corporation for purposes that do not benefit either the Cooperative's membership or, as determined by vote, for the welfare of the community.

### Specific purposes:

**Spark Inc.'s purpose** is to design and explore emergent models of human scaled generative social practices.

Spark, Inc. achieves its purpose through:

- Creative/artistic projects, practices, performances, exhibitions, collaborations;
- Community engagement;
- Reciprocal education, workshops, conferences, forums, symposia, think tanks;
- Generative processes in the areas of food, energy, art, thought, collaboration, relationships, and physical space.

**Non-Discrimination Policy:** Spark, Inc. shall fully comply with all applicable anti-discrimination and federal disability laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, class, sex, citizenship status, national or ethnic origin, marital status, sexual orientation/preference, perceived gender identity, or age.

## Article III. Membership

Spark, Inc. has no members. The MARSH Cooperative, however, will have three classes of membership.

#### A. Class 1 – Worker-owners

Worker-owners become members of the organization by:

- Purchasing a share (\$100) in the MARSH Cooperative.
- Working no less than five hours per week in specifically designated roles for the cooperative, in the diner, and/or working in the diner kitchen to produce products directly for the diner or for consumption by Class 2 owners.
- Being voted in by the existing members on an annual basis (beginning Jan 1, 2020).
- Receiving and agreeing to the Cooperative's Bylaws.

Worker-owners may propose on-site special events or kitchen use, to be approved by 75% of worker-owners. Worker-owners elect one representative to the Board of Directors.

#### B. Class 2 – Member-owners

Member-owners become members of the organization by:

- Purchasing a share (\$100) in the MARSH Cooperative.
- Receiving and agreeing to the Cooperative's Bylaws.

Member-owners purchase products directly from the supply catalog for their own use at a 10% mark-up. Worker-owner products will also be made available to member-owners with prices determined collaboratively by worker-owners. All orders must be picked up between designated hours or by alternative arrangement. Member-owners elect one representative to the Board of Directors.

#### C. Class 3 – Producer-owners

Producer-owners become members of the organization by:

- Purchasing a share (\$100) in the MARSH Cooperative.
- Offering a locally and sustainably-grown product to the Cooperative through the diner or to Class 2 owners.
- Receiving and agreeing to the Cooperative's Bylaws.

Producer-owners are given priority as suppliers to the Cooperative. Producer-owners may also purchase products directly from the supply catalog for their own use at a 10% mark-up. Producer-owners elect one representative to the Board of Directors.

#### D. Member Resignation

Any member shall have the right to resign as a member of the corporation by filing with designated management of the corporation a written notice of resignation. The resignation shall become effective immediately without any action on the part of the corporation and the member's share will be refunded within 60 days. In the case of subsidized memberships, member-owners may only redeem the portion of the share they paid personally.

#### E. Removal of Members

No member may be expelled or suspended, and no membership or memberships may be terminated or suspended, except according to procedures satisfying the requirements of this section.

A member may for any lawful reason be expelled from the corporation by a vote of seventy-five percent (75%) or greater of the members at a duly called meeting at which a quorum is present.

The member must be given 15 days' prior notice of the expulsion, suspension, or termination and the reasons therefore and the member shall have an opportunity to be heard, orally or in writing, prior to any expulsion, termination, or suspension taking place. If the member does not appear in person or does not submit writing prior to a scheduled meeting, the decision will proceed without their input.

#### **Article IV. Elections**

##### **A. Board Elections**

The Spark, Inc. Board of Directors provides governance to the organization as a whole. Three or four Board positions are determined by Spark management staff. One or two Board positions are to be nominated and elected by Worker-owners. One or two Board positions are to be nominated and elected by Member-owners. One to two Board positions may be nominated and elected by Producer-owners. All Board terms are two years. If a Board position is vacated, the relevant owner category will nominate and elect a replacement to finish the term. New elections will be held at the completion of the term.

##### **B. Member Voting**

- The voting power of the members shall be equal.
- There shall be no voting by proxy.
- Matters will be discussed with the goal of seeking decision-making by consensus. If it becomes apparent that consensus cannot be reached on any matter, the members will vote on whether the issue should be tabled for future discussion and decision. If a decision cannot be made by consensus, the members shall vote on the matter, with a three-fourths vote required to carry any decision, except as otherwise provided in these bylaws.

##### **C. Voting Matters**

Discussion and a vote may be called by any member within any one of the following categories:

- Amendment to bylaws.
- Distribution of rights, payments, or obligations.
- Removal of members.
- Any other issue of policy or procedure not covered by these bylaws.

Once an issue has been decided by a 75% or more margin, no member may call a vote on the same or related issue again for a period of six months and the same member may not call a vote on any issue for a period of six months.

#### **Article V. Designated Management**

Spark, Inc. will be responsible for assigning a designated manager. The responsibilities of the manager are as follows:

- Communication between membership and Board of Directors.
- Scheduling and announcement of all meetings.
- Management of funds and bookkeeping.
- Providing all records to Board or membership upon request.
- Authorized signatory for all bank transactions.
- Maintenance of all official correspondence and filings between the corporation and municipal, state, and federal authorities.
- Allocation of funds for payments, liabilities, and monthly member distribution.
- Record-keeping including bylaws, minutes of meetings, membership rolls and shares, and records of account.
- Generally helping to ensure the sustainability of the enterprise and the well-being of the owners.

The designated manager will function as a Worker-owner of the Cooperative by purchasing a share, participating in decision-making, and receiving the common wage based on hours worked. To ensure absolute transparency, the designated manager will not receive a share of profit allocations.

#### **Article VI. Cooperative Meeting**

The Cooperative shall hold no less than one annual meeting at which Board elections will be held. In addition, at least one representative from each member category will be invited to report. Each Board member will be available to speak and answer questions. Agenda topics can be proposed by any member no less than fifteen days prior to the scheduled meeting.

#### **Article VII. Dissolution**

Upon dissolution of the cooperative, any assets left after payment of all debts shall be distributed to all persons who were Worker-owners, or to their heirs, in proportion to such Worker-owners' relative paid labor with the corporation.

#### **Article VIII. Member Covenant**

Each member shall take into account on his or her income tax return the amount of any Profit Allocations which are made in qualified written notices of allocation in the taxable year in which such written notices of allocation are received by the member.