

# **The Seasoned Spoon Café**

## **By-Laws for a Not For Profit Co-operative**

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## **By-Law No. I**

### **Mandate of the Seasoned Spoon Co-operative**

#### **I.1 Name**

The name of this organization shall be **The Seasoned Spoon Café**, hereinafter described as the “**Co-operative.**”

#### **I.2 Mandate**

The Co-operative is a student-driven café on the campus of Trent University, run as a non-profit and supported by the university community. The Co-operative is committed to the following principles. To:

- i. Serve ethically sourced, fairly traded, locally or organically grown foods that strives to meet diverse dietary needs and includes accessible food options.
- ii. Be structured as a cooperative and be accountable to our members.
- iii. Be a student and community-driven, not-for-profit, social enterprise.
- iv. Increase awareness, encourage advocacy and inspire action in our community by centering food in our education and by fostering active debate.
- v. Offer learning opportunities through paid and volunteer positions, community-based research, and educational programming.
- vi. Maintain the Café as an equitable, diverse and inclusive food commons at Trent University and encourage the development of other community food spaces.
- vii. Cultivate relationships and practices of reciprocity with community and campus partners, local farmers, Indigenous groups, and the land, to strengthen the regional food system and promote food justice within our community.

#### **I.3 Land Acknowledgement**

The Seasoned Spoon is located in Nogojiwanong (Peterborough ON). We recognize that this is the traditional territory and ongoing treaty lands of the Michi Saagiig Nishnaabeg including the First Nations of Alderville, Hiawatha, Scugog Island, and Curve Lake, the Métis of Burleigh Falls, as well as the Chippewas of Beausoleil, Georgina Island, and Rama, all of whom are collectively known as the Williams Treaties First Nations. As we work to grow a regional food system that is regenerative, inclusive, and just, we also endeavour to learn about the impacts of settler colonialism on these lands and work toward cooperation with Indigenous Peoples. We offer our gratitude to the First Peoples for their care for, and teachings about Mother Earth and All Our Relations. We strive to honour the principles of respect, reciprocity, relationality, responsibility, and restoration as we carry out our purpose as an organization.

I.4 Equity, Diversity, and Inclusion Statement: The Seasoned Spoon, in the conduct of our business and programs, and in the development of our policies, commits to fostering an inclusive environment that is receptive to diverse experiences, perspectives, and interests, where all individuals are treated fairly, and with dignity and respect. The Spoon will not tolerate, and will work to counter, discrimination or harassment on the grounds of race, ancestry, place of origin, colour, ethnic origin, citizenship, language, cultural customs, sex identity, gender identity, pregnancy, health status, body size, creed, religious affiliation or belief, sexual orientation, age, socio-economic status, marital or family status, disability, neurodivergence, or on any other protected grounds or facets of identity. We commit to challenging systems of oppression with anti-oppression principles and seek to cultivate broad and meaningful representation of and engagement with equity-deserving groups. The Board commits to providing leadership in the adherence to the principles found herein, and will continue to guide and support efforts by core staff to continuously improve and integrate equity, diversity, and inclusion in all aspects of the Spoon's operations.

## **By-Law No. II** **Board of Directors, Structure**

### **II.1 Preamble**

The affairs of the Co-operative shall be managed by a Board of Directors, hereinafter described as “**the Board**”, or singularly as “**Director(s)**.”

### **II.2 Structure**

There shall be nine (9) members of the Board of Directors, unless specified otherwise by special resolution.

*II.2.3* At least three (3) Directors must be current Trent University students

*II.2.4* Five (5) **Executive Board** positions shall be open to the general membership of

the Co-operative. These members will hereinafter be described as “**the Executive**”:

- i. Facilitator/President
- ii. Co-facilitator/Vice-president
- iii. Secretary
- iv. Treasurer
- v. Education and Communications

II.2.5 Four (4) of the nine positions shall consist of:

- i. Two (2) Community Representatives
- ii. One (1) Faculty Representative
- iii. One (1) Faculty/Staff Representative

II.2.6 The Board of Directors shall be representative of:

- i. Community member(s) from the Peterborough area
- ii. Students, including at least one (1) member of the college in which the Co-operative is located
- iii. Faculty, staff or administrative member(s) of Trent University

II.2.7 In the event that the aforementioned groups are not represented within the Board, the Board has the authority to open the unfilled positions to the general membership.

### **II.3 Decision Making Process**

During meetings of the Board, the Board will use a consensus-based decision-making process when conducting all formal business related to the Co-operative

### **II.4 Statement of non-remuneration**

Members of the Board of Directors shall serve as such without monetary remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

### **II.5 Conflict of Interest**

If a Director has a material interest in a decision made by the Board, they shall disclose said interest. They will not participate in the decision-making process or vote and it will be noted in the minutes.

### **II.6 Eligibility**

An individual is eligible to apply to be elected a Director if they:

- Are a member of the Co-operative at the time of their election
- Maintain their membership in the Co-operative throughout the duration of their term on the Board

### **II.7 Quorum**

Quorum for regular meetings of the Board is fifty percent (50%) plus one (1) including two (2) members of the Executive.

## **II.8 Pro tem Appointments**

The Board of Directors has the authority to fill vacancies on the Executive on a *pro tem* basis from among Co-operative members until the next membership vote, provided that a quorum of the Directors remains in office. If there is not a quorum of Directors, the remaining Directors shall forthwith call an election to fill the vacancies.

## **II.9 Appointment to Committees**

The Board shall have the authority to appoint members in good standing to all internal committees. Members appointed to such committees shall be responsible for reporting regularly to the Board of Directors and for acting in accordance with the decisions and instructions of the Membership and the Board of Directors.

## **II.10 Director Absence**

Directors may receive, at the discretion of the Board, up to two consecutive months' leave of absence from their position during the regular Board session, and up to four consecutive months' leave of absence during the interim Board session.

*II.10.1* A Director may not receive a leave of absence for consecutive terms, and may not receive more than four leaves of absence in a two-year term.

*II.10.2* The Board may appoint interim Directors in order to fill vacancies resulting from the leaves of absence by individual Directors

*II.10.3* Openings on the Board that arise from leaves of absence shall be widely advertised throughout the Trent and Peterborough community, and the Board shall appoint members from applications received.

## **II.11 Resignation and Removal of Directors**

A director may resign at any time by given written notice to the Facilitator. All resignations shall, unless a contrary indication is contained therein, become effective upon and from the date of delivery thereof. A director may be removed from office at any time, by concurrent vote of not less than two-thirds of the remaining directors entitled to vote, at any meeting of the Directors called for that purpose after giving such Director appropriate notice and an opportunity to be heard.

Due cause for termination may include, but is not limited to:

- i) Dereliction of duty where the director is found to have abandoned their duties as outlined in the by-laws or any policy or lawful resolution of the Board;
- ii) Lack of attendance without due cause for more than two (2) meetings of the Board;
- iii) Any other serious act or actions injurious to the Co-operative or its Mandate.

## **II.12 Ex-Officio Members**

*Ex-officio* members of the Board include Co-operative members who attend more than four Board meetings. *Ex-officio* members may speak at meetings and participate in the formal consensus process, but may not vote.

## **By-Law No. 3** **Board of Directors, Responsibilities**

### **III.1 Overall Responsibilities**

The board is responsible for the direction, management, practice and application of the mandate and long-term goals, policy development, and mutual support of staff and board members of the Co-operative.

### **III.2 Membership meetings**

The Board shall call an Annual General Meeting (AGM), solicit agenda items, set the agenda for, and report to the membership at this meeting.

### **III.3 Budget**

The Board shall create and approve an annual or semi-annual budget and monitor its implementation.

### **III.4 Financial Reviews**

Members will appoint an auditor at the annual AGM. The audit will be prepared by a licensed accountant and will be presented to the general membership at the Annual General Meeting and in the Executive Director's year-end report. At a members meeting, members may pass an extraordinary resolution (80% of members present at an AGM must vote in favour) to conduct a review engagement.

### **III.5 Management**

The Board shall be responsible for the employment, evaluation, compensation and removal of paid staff, unless otherwise designated. The Board will also maintain current written job descriptions for all paid staff positions.

### **III.6 Employee Evaluation and Feedback**

The Board shall organize or delegate annual staff evaluations and a staff feedback mechanism to facilitate dialogue and resolve conflict. Any recommendations made by staff that falls within the Board's mandate shall be considered at a Board meeting.

### **III.7 Signing Authority**

The Board shall appoint not less than one (1) signing authority for the bank account. The Executive Director shall also be appointed a signing authority for the Co-operative.

## **By-Law No. IV** **Board of Directors, Executive Positions**

#### **IV.1 Facilitator/President**

Function:

- To ensure an effectively functioning board
- To be responsible to the membership for furthering the Co-operative's mission.
- To ensure there is a facilitator for all meetings, including:
  - Board of directors
  - Executive
  - Annual General Meeting
  - Membership meetings
- To work with the Board of Directors in planning activities, including:
  - Transitional training for incoming Board and summer Board members
  - Fall Board orientation
  - Public education/information about the Co-operative

Legal Responsibilities:

- To ensure that the Board of Directors follows all By-law requirements, including:
  - The execution of legal requirements
  - Adherence to By-Laws of the organization
- Setting agenda for meetings
- Holding consistent Board meetings at a frequency determined by the Board
- Calling special Board meetings when needed and/or requested
- Adherence to consensus decision-making process

#### **IV.2 Co-Facilitator/Vice-President**

Function:

- To work in collaboration with the Facilitator/President in ensuring an effectively functioning board and furthering the Co-operative's mandate.
- In the absence of the Facilitator/President, the Co-Facilitator/Vice-President shall act in their place.

#### **IV.3 Treasurer**

Function:

- To monitor and help manage the Co-operative's fiscal affairs.

Legal Responsibilities:

- To ensure that the association follows generally accepted accounting practices.
- With the assistance of the Executive Director and Bookkeeper, ensure that the Board of Directors has adequate information for decision making on financial issues.
- To chair a Finance and Audit Committee, when necessary.
- To review financial status in conjunction with the Bookkeeper and Executive Director.

- To attend Board, Executive, and Membership meetings.
- To prepare the Treasurer’s Report to be presented at the Annual General Meeting.
- To ensure that the Co-operative procures financial statements prepared by a competent and disinterested professional

#### **IV.4 Secretary**

Function:

- To provide accurate records of Board, Executive and Membership meeting decisions

Legal Responsibilities:

- To attend Board, Executive, and Membership meetings.
- To take accurate minutes of the meetings and ensure that they are circulated.
- To ensure all required corporate records are kept
- To file a hard copy of the minutes in a designated area.
- To collect and store Board Agreement to Appointment forms
- To work with paid staff to organize and keep adequate written records.
- To keep a current list of the members of the Board of Directors.
- To ensure that the incorporation documents are kept up to date.
- To ensure legal documents are correctly signed and sealed by the appointed officers of the Co-operative and a record kept of the same.
- To advise the Facilitator on issues relating to the constitution and By-Laws.
- To draw out action items and old business to be set as agenda items at the next board meeting.

#### **IV.5 Education and Communications**

Function:

- To facilitate educational programming and research
- To maintain a communications portfolio.

Legal Responsibilities:

- To attend Board, Executive, and General Membership meetings.
- To publicize Board meetings and General Membership meetings to the staff and general memberships.
- To provide support for the Education and Outreach Coordinator.
- To ensure that a Staff Representative is selected for the representation of the staff on the Board.
- To oversee the creation and supervision of Trent Community Research Centre projects.
- To ensure that communication mediums, such as the website and advertisements, are kept current.
- To direct general inquiries as appropriate when they arise.

## **By-Law No. V** **Staff**

## **V.1 Hiring**

The Board shall be responsible for establishing a hiring committee to hire staff and coordinate the activities of the Co-operative.

V.1.2 The hiring committee for kitchen staff shall consist of the Executive Director and one (1) member of the Board of Directors.

V.1.3 In the event that no member of the Board is available to conduct hiring, a staff member may be selected by the Board and the Executive Director to fulfill this role.

V.1.4 The hiring committee will notify the Board of all hiring decisions.

V.1.5 In the event that there is no Executive Director to sit on the hiring committee a member of the Board will serve in their place.

V.1.6 Recommendation from the hiring committee shall be subject to ratification of the Board.

V.1.7 Members of hiring committees shall declare conflicts of interest, should they arise.

## **V.2 Hiring Policy**

The Co-operative shall follow a hiring policy open to members and non-members, part and full-time students and community members, in which all-vacant staff positions are advertised and the most suitable candidates selected from the applicants.

V.2.1 The Co-operative shall strive to hire in accordance with the standards as defined in By-Law I.3.

V.2.2 Current board members may not apply for paid positions within the Co-operative.

# **By-Law No. VI** **Membership**

## **VI.1 Open Membership**

Without discrimination, membership in the Co-operative shall be open to any individual or organization able to use its services and willing to support its co-operative organization, purposes, and principles.

## **VI.2 Individual Membership**

Individual memberships shall be offered. Fees, deposits, rates and privileges shall be determined by a vote at a General Membership Meeting. Membership dues are

subject to all applicable taxes.

#### **VI.4 Application for Membership**

New members shall sign that they have read a statement of members' responsibilities and rights. Background information about the development of the Co-operative and its mission will be made readily available to members.

#### **VI.5 Responsibilities of Members**

Responsibilities of members include: supporting the Co-operative by doing business with it, updating membership information in Co-operative records, and abiding by policies and procedures properly adopted by the Co-operative.

#### **VI.6 Rights of Members**

Members are entitled to the following rights:

- Participating in membership meetings and elections
- Participation in the volunteer program of the Co-operative
- Having reasonable access to Co-operative records and financial information
- Communicating opinions about the operation of the Co-operative to the Board and management
- Participation in any membership benefits established by the board.

*VI.6.1* Members may speak at meetings with the consent of the chairperson. Members shall contact the chairperson one day prior to the meetings if they have an item for the agenda.

#### **VI.7 Fees and Terms of Membership**

Membership fees, which will be paid annually, and membership discount structure shall be proposed by the Board and presented to the membership for consideration at a membership meeting.

*VI.7.1* Membership can be granted to anyone unable to pay the fees. Members who are granted membership in this way will not have access to the cafe discount, but will have access to all other membership rights and responsibilities.

*VI.7.2* Memberships are valid for up to one year, but not extending past the Co-operative's year-end.

#### **VI.8 Termination of Membership**

The Board may terminate the membership of any member for the following reasons: theft, vandalism, failure to meet agreed responsibilities, failure to maintain current records, or failure to observe policies or procedure.

*VI.8.1* No membership shall be terminated without reasonable attempt to notify the member.

*VI.8.2* A member may appeal their termination at a membership meeting.

**VI.9 Cessation of Membership**

Upon voluntary cessation of membership, membership fees shall not be returned.

**VI.10 Limited Liability of Members**

Members shall not be liable for any debts or obligations of the Co-operative except as otherwise provided by law.

## **By-Law No. VII** **Membership Meetings**

**VII.1 General Membership Meetings**

The Co-operative shall hold a general membership meeting no less than once a year for the purposes of electing Board members, presenting reports on the state of the Co-operative, and making membership decisions. These meetings shall be convened by the Board who shall also be responsible for forming the agenda of these meetings.

**VII.2 Notice**

Public notice of the time and place of each general membership meeting shall be distributed widely and shall be given no less than ten days and no more than fifty days before the meeting. This should be sent through members lists, as well as shared in publicly accessible forums and social media.

**VII.3 Applications for Board of Directors**

The application process shall be conducted by a temporary Recruitment Committee of members who are not candidates for the Board, and who have been chosen by a majority vote of the Board. Co-op members who wish to run for a Board Director position in the elections must complete and submit the Seasoned Spoon Board of Directors Application Form no later than three weeks before the date of the elections.

**VII.4 Nominations for Board of Directors**

The Recruitment Committee shall be responsible for reviewing applications, checking references, and following up with applicants when necessary. The Committee will share all applications, along with its nomination recommendations, with the Board, which does not need to equal the number of vacancies on the board.

**VII.5 Elections for Board of Directors**

The election and voting process shall be conducted by a temporary committee of members in attendance of the Members Meeting Co-op members who do not submit application forms by the stated deadline may not run in the elections. If extenuating circumstances apply, late applications may be accepted on a case-by-case basis. Any changes to the election process must be approved by Members. Upon being elected new Directors agree to signing a letter of appointment.

**VII.6 Quorum**

At least ten (10) members at membership meetings constitutes quorum.

**VII.7 Voting**

Each member who has satisfied the requirements of membership is entitled to one (1) and only one (1) vote on each question.

*VII.7.2* Voting by proxy is not permitted.

*VII.7.3* Decisions shall be made by a majority vote of those members present at the meeting.

**VII.8 Special Meetings**

If a petition of ten (10) persons from the membership is presented to the Board, a time and place for a special meeting shall be posted within one (1) week.

**VII.9 Updating By-laws**

Amendments to by-laws shall be approved by the board and then approved by members at a membership meeting. Notice that by-law amendments will be presented will be included in the notice of the membership meeting. Proposed text to be voted on must be shared with members no less than 10 days before the membership meeting. Bylaw amendments will be effective immediately once voted on by members.

**VII. 10 Parliamentary Authority**

The Board of Directors shall adopt a process by which membership meetings will be conducted.