

Nominations Solicitation

TPSS Co-op Board of Representatives Candidates

This is an exciting time for the Co-op. Currently celebrating our 36th year in business, we are beginning to search for a permanent general manager, we are working with the City and NDC, the developer of the lot on protecting our interests going forward, and looking for new ways to engage our community of members and shoppers. The store continues to offer many products with different price points to continue to better serve our members and the community. Your Co-op is looking for individuals with the time, energy and commitment to TPSS to serve. Please consider running for the Board.

Terms and Conditions for Board Members

Four seats on the Board of Representatives are open this year. The terms of three of these four Board seats expire on December 1, 2020; one expires on December 1, 2019. The three candidates receiving the highest vote totals will be elected to three-year seats and the candidate receiving the fourth highest number of votes fills the two-year term. In the event of a tie, a special run-off election will be held. The new board year begins on December 1.

The deadline for submitting a nomination form is **9 pm on October 15, 2017**. The election will be held between **October 23, 2017 and November 27, 2017**. Members may vote for up to four candidates. Voting for more than four candidates disqualifies the ballot.

Qualifications

Certain qualifications for candidacy must be met, as specified in Bylaw Article 6:

All members in good standing, not associated with interests averse to TPSS Co-op, are eligible to serve on the Board.

Board Representatives who have served 2.5 terms or more may not run for election to the Board, or be appointed in the case of a vacancy on the Board, for a period of two years from the date of their departure from the Board.

The General Manager of the TPSS Co-op shall not be eligible to serve on the Board for the period she or he is employed as the General Manager.

Former employees terminated by TPSS Co-op and not eligible for re-hire shall not be eligible to serve on the Board for a period of five (5) years from the termination date.

Duties and Expectations

The Board of Representatives is the primary fiduciary of the Co-op and is accountable to the membership. The Board is responsible for ensuring the well-being, perpetuity and financial success of TPSS Co-op in accordance with the Bylaws and philosophy of the organization. The Board is specifically responsible for overseeing the financial stability of TPSS Co-op. Certain duties and expectations apply to Board Representatives.

Board Representatives are legally required to fulfill a duty of care, a duty of loyalty, and a duty to act prudently for the benefit of TPSS Co-op as a whole. While there can be (and sometimes are) a diversity of opinions expressed by representatives in Board meetings, the expectation is that representatives will accept, support and communicate to the community and members the decisions made by the Board and management, irrespective of any personal preferences or differing positions.

TPSS Co-op Board Representatives must sign a confidentiality agreement.

Each Board Representative shall perform his or her duties, including duties as a member of at least one committee on which he or she serves, in good faith; in a manner he or she reasonably believes to be in the best interests of the TPSS Coop; and with the care that an ordinarily prudent person in a like position would use under similar circumstance. Each Board Representative shall also prepare for each Board and committee meeting by reviewing all materials provided to him or her in advance of such meetings.

All Board Representatives have the responsibility to inform other Board Representatives of an actual conflict of interest, a perceived conflict of interest, or a potential conflict of interest and to remove themselves from any decisions affected by this conflict. If a Board Representative fails to remove themselves with respect to a conflict of interest, they can be barred from participating in decision-making on the item in question by a vote of the majority of the remaining Board.

If a representative misses 1/3 or more of the Board meetings in any consecutive twelve-month period, or three consecutive meetings without prior written notice and/or reasonable cause, as determined by the Board, he or she may be removed by a consensus decision of the Board, or if consensus cannot be achieved, by a vote of the majority of the Board.

In addition, a representative may be removed by a vote of the majority of the Board for “due cause,” which may include a violation of the bylaws or a policy, as determined by the Board, or a violation of any federal state or local laws relevant to the duties of a member of the Board of Representatives, director or officer of a corporation, as determined by the Board. In decisions on the removal of a Board Representative, the affected Representative is automatically excluded from the decision-making process.

Board Representatives are expected to devote adequate time and attention to fulfill their duties. Often a time commitment of 10 hours or more per month is necessary. Board Representatives are expected to familiarize themselves with Co-op Bylaws and policies, monitor Co-op performance and compliance, as well as educate themselves about cooperative principles and governance practices.

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Board Representatives will receive a TPSS gift card recharged monthly in the amounts specified in Appendix A of the Bylaws:

- \$75 for Board Representatives not serving as officers
- \$100 for Board Representatives serving as an officer other than President
- \$125 for the Board Representative serving as President

Such stipends are considered taxable income. Board Representatives must complete a W-9 and will receive a 1099 from TPSS for tax reporting.

TPSS Co-op shall indemnify each of its Representatives and officers for any liability arising due to the actions or inactions of such persons or entities on behalf of TPSS Co-op. However, no right of indemnification shall exist for any act or inaction that constitutes gross negligence or willful misconduct, or that constitutes a breach of fiduciary duty.

The Board commits itself and its representatives to ethical and businesslike conduct, including proper use of authority and appropriate decorum when acting as Representatives.

Nomination

The deadline for submitting nominations is **October 15, 2017 at 9:00 pm**. Candidates must nominate themselves and nominations are subject to verification. A Nomination Form must be completed and submitted before the deadline. Candidates are permitted to include a Nominating Statement, limited to one 8 ½ X 11 inch single-sided page, and a digital photograph with their submission. *Statements or photos may not be changed once submitted.*