

## Proposed Bylaw Amendments to be voted on during the HGC Annual Owner Meeting on October 28, 2025

**Bylaw Amendments Vote** - Please note that the below “current” phrasing for each amendment proposal is an excerpt directly from our current bylaws. The full bylaws can be reviewed on our website, [www.hudsonsgrocery.coop/aboutus](http://www.hudsonsgrocery.coop/aboutus).

**Membership Definition Amendment:** *This is proposed to define active owners as those who are now shopping in the store once per year as the original by-laws were written prior to having a store.*

**Current:**

**Ownership:**

**13. Responsibilities.** Members shall keep current in equity investments due to the Cooperative, shall keep the Cooperative informed of any changes in name or current address, and shall abide by these bylaws and the policies and decisions of the Cooperative or the Board. A member who upholds these responsibilities is considered an active member in good standing.

**Proposed:**

**13. Responsibilities.** Members shall keep current in equity investments due to the Cooperative, shall keep the Cooperative informed of any changes in name or current address, and shall abide by these bylaws and the policies and decisions of the Cooperative or the Board.

**14. Good Standing.** An Owner is considered to be current and in good standing if the Owner has made a purchase at least once in the past 12 months from the store and the Owner’s equity share is paid in full. Ownership may be terminated voluntarily by an Owner at any time upon written notice to the Co-op. Ownership will be considered voluntarily terminated if not kept current.

**Voting Rules Amendment:** *This is proposed to allow for electronic voting, to clarify the order in which ballots will be prioritized if multiple ballots are submitted for the same owner number, and to ensure that every ownership, inclusive of non-household ownerships, receives one vote.*

**Current:**

**22. Voting.**

- (a) **Limitations.** No Owner shall be allowed to vote by proxy, and no Owner shall have more than one vote regardless of the number of shares owned.
- (b) **Non-Present Ballots.** Ballots submitted by mail or other means shall be permitted only upon specific authorization by the Board of Directors, in congruence with Wisconsin Statute 185.12 (Voting) and only upon issues specified by the Board.

**Proposed:**

**22. Voting.**

- (a) All current Owners may vote at Annual and Special Owner meetings. All Owners shall each have only one vote, and households, cooperative or nonprofits that are Owners shall designate one person to cast that vote. In

the event that the Co-op receives more than one vote cast by an Owner:

1. Electronic votes cast will take priority over any paper votes cast;
2. Paper votes cast by the primary contact on household Ownerships will take priority over paper votes cast by secondary contacts on the same Ownership;
3. In the event that neither an electronic vote was cast nor a vote cast by the primary contact on a household Ownership, the first paper vote received from an Owner contact will take priority over any other paper votes received from that same Owner contact.

**Quorum Amendment:** *This is proposed to simplify the quorum definition and to be reflective of current Wisconsin law.*

**Current:  
Meetings**

**24. Quorum of Owners.**

- (a) **Counting.** At any regular annual or special meeting of the Owners, a quorum shall be ten percent (10%) of the first one hundred (100) active members plus five percent (5%) of additional active members.

**Proposed:  
Meetings:**

**24. Quorum of Owners.**

- (a) **Counting.** At any annual or special meeting of the Owners, a quorum shall be 50 Owners.

**Director Candidacy Amendment:** *This is proposed to ensure that the Ownership has appropriate time and information to review candidate qualifications prior to voting for Board of Directors candidates.*

**Proposed addition:**

- (f) **Director Application.** Director applicants must submit their written application to the Board not less than 10 days before the annual meeting.