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ARTICLES OF ASSOCIATION
OF
FEDERATION OF CENTER BUSINESS ENTERPRISES

ARTICLE I. The name of this association shall be
FEDERATION OF CENTER BUSINESS ENTERPRISES.

ARTICLE II. The purposes for which this association
is formed are as follows:

A. To promote the economic welfare of its
members by utilizing their united efforts for the purchase and
distribution of any or all commodities and for the performance
of services in the interests of the members in the most econo-
mical way.

B. To associate itself with other Consumer
Cooperative Associations for the purpose of mutual aid.

C. To advance the cooperative movement, its
ideals and philosophy.

D. To promote the principles of international
brotherhood, peace and goodwill among all men.

ARTICLE III. This association shall be a voluntary
association composed of the Cooperative Associations, incorpo-
rated and un-incorporated, in the nine Relocation Centers and
Tule Lake Center, operating under the jurisdiction of the
War Relocation Authority, each of whom shall upon joining the
association subscribe their names to these articles.

ARTICLE IV. The capital funds of this association
shall consist of the dues and contributions of its members
which shall be an amount sufficient only to defray expenses of

the association, and the association shall not engage in business for a profit at any time. Each member of this association shall pay an initial fee of One Hundred Dollars (\$100.00) and shall pay a fee of Fifty Dollars (\$50.00) per month for the duration of its membership in this association, which sum shall be used to defray expenses of the association. Additional fees necessary to defray expenses of the association shall be charged to each member based upon the services rendered to such member.

ARTICLE V. A member may withdraw from membership in the association at the end of any fiscal year by giving to the Executive Secretary of the association at least thirty days' notice in writing of its intention to withdraw and by paying to the association all fees due it for the then current fiscal year.

ARTICLE VI. The officers of this association shall be a President, Vice-President and Executive Secretary, who shall also act as Treasurer. Said officers shall perform the duties usually pertaining to their respective offices.

ARTICLE VII. The location and address of the principal office of this association shall be at Amache, Prowers County, Colorado, where the first Executive Secretary and Treasurer of the association now resides. The principal office shall be at the place of residence of the Executive Secretary and Treasurer of the association and may be moved from place to place from time to time.

ARTICLE VIII. Each member of the association shall be

entitled to only one vote upon any question which may come before the association.

ARTICLE IX. Members of this association shall not be liable for any debts incurred by, or on behalf of, any other member of the association although incurred by employees of the association engaged in carrying out the purposes of the association.

ARTICLE X. The governing body of this association shall consist of two delegates elected by each member of the association, which body shall be known as the Federation Delegates. The Federation Delegates shall make and adopt such by-laws of the association as they may deem proper for proper management of the affairs of the association, providing for regular and special meetings of that body and transaction of business of the association. Officers of the association shall be elected by the Federation Delegates.

IN WITNESS WHEREOF, the undersigned Federation Delegates hereunto set our hands this _____ day of _____ 1943.

Amendments of By-Laws
of the
AMACHE CONSUMER ENTERPRISES, INC.
at the regular meeting of members
held on Dec. 30, 1944.

The following sections or articles only of the by-laws were duly amended at the regular meeting of the members on December 30, 1944, so that the same now are in force and effect as follows:

Art. III, Section 2. Application for Membership.

"There shall be one and only one kind of membership in the association and the cost of each certificate of membership shall be five dollars (\$5.00) which must be paid with the application for membership. Each member shall be entitled to own but one certificate of membership. The application for membership shall be made in writing on a form provided for the purpose, and a beneficiary in case of death shall be named. The applicant becomes a full member after he has fully paid for one membership.

Nonmembers, patrons of the cooperative association who have accumulated patronage savings to the amount necessary for membership may, upon making application, be accepted as members and receive the membership certificates to which they are entitled.

Art. III, Section 8. Withdrawal from Membership.

A member wishing to terminate his membership or an inheritor wishing to sell his certificate shall make written application to the board of directors which may repurchase his certificate within ninety days. If the association through its board of directors, is unable to redeem such certificates, the member or inheritor shall then have the right to dispose of them to any persons eligible to membership in the association.

Art. IV, Section 1. Membership Certificates.

A numbered certificate of membership in the association shall be issued to each member on payment of the same.

Art. IV, Section 3. No Return of Membership Certificates.

There shall be no return of any kind on membership certificates or membership fee.

Art. X, Section 3. Amendments.

These by-laws may be amended, repealed, or otherwise changed by a two-thirds vote of the members present at any regular or special membership meeting, due notice of which has been given in advance.

Art. VI, Section 1 (b). Educational Fund.

From the net savings a sum of 2% thereof may be allocated to an educational fund.

AMENDMENT I

Article VIII, Section 3, is hereby amended to read as follows:

"The regular meetings of the membership shall be held on any day of February, May, August, and November at a time and place to be determined by the board of directors and specified in the call to the meeting. The annual membership meeting shall be held on any day of August. The order of business at regular meetings shall be as stated in Article VIII, Section 3, which remains unchanged.

We, the undersigned, do hereby offer to sell to the Amache Consumer Enterprises, Inc. all membership certificates in excess of one, owned by us and issued by Amache Consumer Enterprises, Inc. We hereby offer to sell said certificates for \$5.00 each and we understand no further return is to be made on the certificates,

DATE Sept. 1, 1944

NAME OF MEMBER	ADDRESS	CERTS. OWNED	AMOUNT	SIGNATURE
1				
2				
3				
4				
5				
6				
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BUSINESS COMMITTEEMAN OR REPRESENTATIVE OF COOP

Berkeley

BYLAWS

Of The

Amache Consumer Enterprises, Inc.

A Rochdale Cooperative



"The Lord Helps Those Who Help Each Other"

Amache Consumer Enterprises, Inc.

Amache, Colorado

OUTLINE OF THE OFFICIAL BYLAWS OF THE AMACHE CONSUMER ENTERPRISES, INC.

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- Section 2. *Location*

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- Section 1. *Purpose*
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 - (b) *Educational Fund 2% to 4%*
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- Section 1. *Distribution Prices*
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- Section 1. *Membership Control*
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 - (a) *Disqualifications of Officers and Directors*
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- Section 1. *Fiscal Year*
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OFFICIAL BYLAWS OF THE AMACHE CONSUMER ENTERPRISES, INC

ARTICLE I

Name and Location

Section 1. *Name.* The name of this cooperative association shall be Amache Consumer Enterprises, Inc.

Section 2. *Location.* The principal place of business of the association shall be Amache, Colorado, and its environs.

ARTICLE II

Purpose, Scope, and Methods

Section 1. *Purpose.* The purpose of this association shall be: (1) To promote the economic welfare of its members by utilizing their united funds and united efforts for the purchase or production and the distribution of any or all commodities, and for the performance of services in the interests of the members in the most economical way; (2) to associate itself with other consumer cooperative associations for purposes of mutual aid; (3) To advance the cooperative movement as a system of business having service for its motive; and (4) To do such things as shall serve the economic and cultural welfare of its members. The association shall also enjoy all other rights and privileges consistent with its certificate of incorporation and the laws of the State of Colorado.

Section 2. *Nature of the Business.* This cooperative association shall have authority to engage in the manufacture, production, processing, distribution, marketing, storing, handling, sale or trade of goods and commodities, at wholesale and retail; to furnish personal, business, educational, recreational, and all other types of services; to construct or acquire and operate establishments and facilities for supplying any kind of commodities to the general public, both at wholesale and retail; to construct or acquire establishments and facilities for furnishing any kind of personal, business, educational, recreational or other type of services to the general public; and to engage in any activity in connection with any one or more of the foregoing.

Section 3. *Adherence to Cooperative Principles.* The business shall be carried on according to principles and methods commonly known as the Rochdale principles. In outline these principles shall in these bylaws be interpreted to be as follows:

- (1) Membership open to all
- (2) One vote only for each member
- (3) Limited interest on capital
- (4) Patronage savings on purchases
- (5) Cash sales at market prices
- (6) Neutrality on race, religion, politics
- (7) Constant education
- (8) Continous expansion

ARTICLE III

Membership

Section 1. *Membership Qualifications.* With the exception of blocked nationals, membership in this organization shall be open, without restriction as to race, sex, religion, or political or other affiliation, to any consumer who can make use of its services, is in agreement with its aims and purposes, agrees to abide by its bylaws, and has complied with the membership requirements of Section 2 of this Article.

Section 2. *Application for Membership.* Application for membership shall be made in writing on a form provided for the purpose and a beneficiary in case of death shall be named. The applicant shall subscribe for at least one and for not more than twenty certificates of membership of the association at five dollars (\$5.00) each, and shall make an initial payment of at least \$5.00. The applicant becomes a full member with voting privileges only after he has paid for one membership.

Nonmembers, patrons of the cooperative association, who have accumulated

patronage savings to the amount necessary for membership may, upon making application, be accepted as members and receive the membership certificates to which they are entitled.

Section 3. *Action on Application.* Every application for membership shall be acted upon by the board of directors, which may, in its discretion, refuse to sell to or refuse to accept a subscription from any person, but such right shall not be exercised unreasonably. An applicant rejected by the board shall have the right to appeal to a meeting of the members whose decision shall be final.

Section 4. *Rights of Inheritors.* Any person, having inherited a certificate of membership in the association, may apply for membership by making formal application as authorized in Section 2 of this Article, but the board of directors shall have the same rights to approve or reject as are indicated in Section 3 of this article. If the application is rejected, the association shall repurchase the membership certificates provided this can be done without jeopardizing the solvency of the association. In case the association does not or cannot repurchase such membership certificates the inheritor shall have the right to dispose of them under the provisions of Section 8 of this Article.

Section 5. *Membership Roll.* A list of the members with their addresses and other information called for on the membership application shall be kept by the secretary.

Section 6. *Presentation of Bylaws.* A copy of these bylaws shall be available upon request to each applicant for membership before or as he is accepted into membership.

Section 7. *Rights and Duties of Members.* Every member must agree to obey the rules of the association as set down in these bylaws, or elsewhere, and the decisions of the general membership meetings or of the board of directors. He must also help to promote the aims and purposes of the association, the success of its business, and the welfare of its members.

The books of account, membership book, the transfer ledger of the association shall be available for inspection by any member of the association.

Section 8. *Withdrawal from Membership.* A member wishing to terminate his membership or an inheritor wishing to sell his certificates shall make written application to the board of directors which may repurchase his certificate within ninety days. If the association through its board of directors, is unable to redeem such certificates, the member or inheritor shall then have the right to dispose of them to any person eligible to membership in the association, or to any member who is eligible to purchase additional certificates.

ARTICLE IV

Certificates of Membership

Section 1. *Membership Certificates.* A numbered certificate of membership in the association shall be issued to each member on the payment for the first certificate and for subsequent certificates as purchased.

Section 2. *Par Value of Certificates.* The par value of each membership certificate shall be five dollars (\$5.00). Each certificate shall bear the name of the person to whom issued, shall bear the signatures of the president and secretary, and shall have the corporate seal attached.

Section 3. *Returns on Membership Certificates.* Any return on membership certificates shall be at a rate to be recommended by the board of directors and approved by a majority vote of the members present at the annual meeting provided that the said returns shall not exceed six percent per annum on the par value of said certificates.

Section 4. *Record of Certificates.* The record of members and the outstanding certificates owned by each shall be kept by the treasurer in a book for that purpose.

Section 5. *Transfers of Certificates.* Transfers of the certificates of this association shall not be binding until made upon the books of the association with the approval of the board of directors, and no transfers shall be completed until the

old certificates have been endorsed and surrendered and a new certificate issued in the name of the purchaser.

Section 6. *Repurchase of Certificates.* The board of directors shall at all times have the authority to repurchase the certificates of any member who has for any reason been judged unfit for membership, provided, however, that such member shall have the opportunity to appear in his own defense before the next regular or special meeting of the association and that the board of directors is sustained in its action by a majority vote of the members present. After the whereabouts of any heirs or legatees of a deceased member have been unknown for a period of seven years, and due notice and warning have been published in the public press, the board of directors shall cancel said membership and transfer said sum to the reserve fund.

Section 7. *Reduction of Membership Certificates.* Whenever the outstanding membership certificates of the association shall in the judgment of the board of directors, be in excess of current needs, the board shall have the right to repurchase from any or all members who have membership certificates in excess of one certificate as many said certificates as it shall consider necessary to the best interests of the association.

The board of directors shall not repurchase the certificates of any withdrawing member nor of any other member when in its judgment such a reduction of the memberships of the association would in any way endanger the financial condition of the association.

ARTICLE V

Loan Capital

Section 1. *Loan Capital.* The association may accept loans from its members or from nonmembers when in the judgment of the board of directors it is to the best interest of the association, provided, however, that the total amount of such loan capital shall at no time exceed fifty percent of the total paid-in membership certificates, and provided further, that any loans designed to finance new types of business must first be authorized by vote of the membership. Notes or other evidence of indebtedness shall be given by the association for such loans, but no such note shall be for a period of less than ninety days.

Section 2. *Returns on Loan Capital.* Loan capital shall receive interest at a rate fixed by the board of directors, but shall not exceed six percent per annum

ARTICLE VI

Disposal of Net Savings

Section 1. *Distribution of Net Savings.* The board of directors shall at the end of each fiscal period provide for the distribution of the net savings remaining after expenses have been met according to the following method:

(a) *General surplus reserve.* From the net savings shall be allocated to the general reserve account a sum not less than ten percent of such savings until the reserve is equal to the amount of the paid-in membership certificates, and thereafter not less than five percent. The general surplus reserve shall consist of money especially allotted to it from net savings of the business, contributions from individuals, unclaimed certificates or savings of removed or deceased members, and any other fund appropriated to it by action of the board of directors or the general membership meetings. This reserve shall be used to absorb operating deficits of unsuccessful years, losses caused by fire, theft, or other reasons; for the extension of the association as a consumer cooperative; or for other developments directly associated with the cooperative movement, upon vote by a general meeting of the membership. The general surplus reserve shall not be divided among the members or patrons until the dissolution of the association.

(b) *Educational Fund.* From the net savings a sum not more than four nor less than two percent thereof shall be allocated to an educational fund. In addition, this fund shall receive the amounts of patronage savings standing to the credit of nonmembers who have failed to become members within the period specified in sub-division (c) of this section. This fund shall be placed at the disposal of the educational committee of the association to be used for purposes of education among the members and the public.

(c) *Patronage savings.* Subject to determination by the membership meet-

ing, the sum remaining after paying the return on loan capital and membership certificates and after providing for the reserve and educational fund, as provided in Section 1 (a) and (b) above, shall be used collectively for social purposes, or be divided among the patrons in proportion to the amount of their patronage during the fiscal period: *Provided* that these patronage savings may be paid immediately in cash, or in certificates of indebtedness, or may be placed in a revolving fund upon the books of the association to the credit of the patrons to be paid at some future date at the discretion of the board of directors: and *Provided further*, that in case of a patron who is not a member the patronage savings shall be credited to the payment of a membership. If a nonmember fails to become a member within three years from the date his account was accredited with patronage savings, the amount to his credit shall be transferred to the educational fund.

No patronage savings shall be paid for any period in which there was an operating deficit, nor as long as the association has a general deficit.

ARTICLE VII

Prices

Section 1. *Distribution Prices.* As nearly as feasible, goods and services shall be supplied to the patrons at prices competitive with those prevailing generally for similar standards of quality in neighboring communities.

Section 2. *Cash Business.* No credit sales shall be permitted except to the local elementary, junior high, and high school cub cooperatives.

ARTICLE VIII

Meetings

Section 1. *Membership Control.* The control of the association shall be vested in the membership meetings. The board of directors and such special committees as shall be elected by the membership meetings shall administer its affairs. Final and supreme authority resides in the membership meetings.

Section 2. *Quorum.* At any regular or special meeting a quorum shall consist of ten percent of the membership. If a quorum shall be lacking at any such meeting, the board may call a second meeting, to be held within one week and after due notice, and those members present at such a meeting shall constitute a quorum.

Section 3. *Regular Membership Meetings.* The regular meetings of the membership shall be held quarterly on the second Tuesdays of January, April, July, and October at a time and place to be determined by the board of directors and specified in the call to the meeting. The annual membership meeting shall be held on the second Tuesday of October. The order of business at regular meetings shall be as follows:

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|--|---|
| a. Minutes of previous quarterly meetings. | i. Report of business committee |
| b. Minutes of intervening board meetings. | j. Report of membership committee |
| c. Unfinished business. | k. Report of education committee |
| d. Report of president | l. Report of nominating committee
(Annually) |
| e. Report of secretary | m. Election of directors
(Annually) |
| f. Report of treasurer | n. Disposal of net savings |
| g. Report of manager | o. Other new business |
| h. Report of audit committee | p. Adjournment |

Notice of regular membership meetings shall be published in the local newspaper or shall be posted prominently in the places of business of the association at least six days before the date set for the meeting.

Section 4. *Regular Board Meetings.* The board of directors shall meet at least once every month at a time and place to be set by the board. Special meetings of the board shall be held upon call of the president or upon request of a majority of the members of the board.

Section 5. *Special Meetings.* Special meetings of the membership may be called at any time by action of a majority of the board of directors, or may be called upon petition therefor, signed by at least five percent of the members and presented to the board.

Notice of special meetings shall be given in the same manner as is provided

for regular meetings (Section 3), but such notices shall be mailed to the last known address of each member at least three days before the dates set for the meeting.

Notice of special meeting shall state the time, place, and purpose of such meeting and the business to come before it and no business other than that specified in the call shall be transacted.

Section 6. *Rights and Limitations of the Membership Meeting.* The membership meeting has both the right and the responsibility to elect directors and members of committees and to remove them from office if and when they are derelict in their duties; to hear and pass upon the reports of the officers and the manager of the association and of any committees which are responsible to it; to determine the method of dividing the net savings; to make the final decision regarding any disputes or disagreements which may arise between the board of directors and any committee or individual members; to determine what amendments shall be made in the bylaws; and to exercise the final authority in all other matters vitally affecting the association as a cooperative fraternal body and as a business organization.

Section 7. *Participants in Membership Meetings.* Every member eighteen years of age or over who has met his full obligations as regards the purchasing of membership certificates, as specified in Article III, Section 2, and who has not in other respects been adjudged by a membership meeting, to be delinquent or acting contrary to the interests of the association, shall be qualified to vote and to participate in the meetings of the association.

Section 8. *Voting Rights.* Election of directors and members of committees shall be by ballot unless unanimous consent is given to vote by show of hands. Action on all other matters shall be by ballot, by an "aye" or "no" vote, or by a rising vote, as the majority of members present may decide. Each member eighteen years of age or over shall have one vote on all voting occasions, and never more than one vote, and there shall be no voting by proxy.

ARTICLE IX

Board of Directors and Committees

Section 1. *Election of Directors and Committees.* At least ten days prior to the annual meeting of the association the cooperative members in each block shall select one delegate to form the nominating committee. Nominees for the board of directors and membership and auditing committees shall be named by these delegates. Names of the nominees shall be published five days before the annual meeting. Other nominations may be made from the floor in the annual general membership meeting. Election shall be by ballot. The directors and committees shall be elected by majority vote of the qualified members present. Cumulative voting shall not be allowed.

Section 2. *Directors, Officers, and Committees.* The management of the association shall be vested in a board of directors consisting of nine members. The directors shall serve for a term of one year and shall be eligible for re-election. They shall serve until the election of their successors. The board shall elect its own officers, a president, vice president, secretary and treasurer of the association from its membership. The board is authorized to fill the position of an appointee to serve until the next regular election.

(a) *Education Committee.* The board shall appoint an education committee whose duty it shall be to use the educational fund allotted to it to develop a thorough understanding of the history, principles, practices, and spirit of consumer cooperation among all of the residents of this community.

(b) *Business Committee.* A business committee consisting of one delegate representing the members of each block shall be elected from the members of the association in each block within ten days after the annual meeting. The terms of the committee members shall be one year. The duty of this committee shall be to work in conjunction with the board of directors and to make reports of the affairs of the association to their respective blocks.

Section 3. *Election and Duties of the Auditing Committee.* An auditing committee of three members shall be elected by the members of the association. They shall each serve for one year and be eligible for re-election. They shall at all

times have access to the books, vouchers, and accounts of the association; shall examine and audit the same and every balance sheet of receipts and expenditures and effects of the association at least every three months; and shall report to the membership meetings, with recommendations. The auditors shall be responsible for the daily and perpetual accounting system kept by the manager and shall check same periodically.

Section 4. *Election and Duties of the Membership Committee.* A membership committee of three members shall be elected by the members of the association. They shall each serve for one year and shall be eligible for re-election. It shall be their duty to strive diligently to increase membership each quarter and to report their progress to the regular quarterly membership meetings.

Section 5. *Rules for Directors and Employees.* No employee of the association or person supplying the association with goods shall hold office as a director on any account whatsoever. No director shall engage in business which competes with the business of the association. No credit shall be extended on the books of the association to any director.

(a) *Disqualifications of Officers and Directors.* Any director or officer shall vacate his office if he holds any other position or place of profit under the association; if he becomes bankrupt; if he participates in the profits of any outside business with the association; or if he fails to attend more than two regular monthly board meetings in succession.

(b) *Recall of Directors.* The recall of any director may be initiated by a petition signed by at least five percent of the entire membership and such petition shall be delivered to the board of directors. Such petition must be approved by a two-thirds majority vote of the members present either in a special or regular membership meeting of the association.

Section 6. *Duties of Directors.* The directors shall administer all business carried on by or on account of the association. The directors shall in all their actions be under the control and direction of any regular or special meeting of the members.

At meetings of the board a majority shall constitute a quorum.

The directors shall convene the meetings of the association. A majority of the directors may call a special meeting by giving at least three days' notice in writing to the secretary, specifying the object thereof.

The directors shall act for the association and be responsible to it for the performance of the following duties:

1. To watch closely the financial condition of the association and the operating results of its business, and to take action required to keep these in a healthy condition.

2. To appoint the following officials and to assign their duties and determine their salaries:

(a) A manager or general manager to assume administrative control of the business.

(b) An auditor or auditing agency as soon as the affairs of the association require and the finances permit the employment of a paid auditor. The board will consult the auditing committee in making this appointment, but the paid auditor shall be appointed by and be directly responsible to the board.

Nothing in this provision shall be interpreted to prevent the board from making other appointments if and when the welfare of the association makes this necessary, but the filling of these two positions shall at all times be the direct responsibility of the board of directors.

3. To require the manager and all officers and employees charged with responsibility for custody of any of its funds or property to give adequate bonds.

4. To provide adequate insurance of the property of the association and adequate insurance against liabilities.

5. To determine and supervise the more important policies of the organization, insuring the conduct of its affairs in accordance with the bylaws, with fairness to members and employees; to provide the best possible conditions of labor consistent with other requirements of these bylaws while demanding equivalent results in efficiency and faithfulness.

6. To decide upon the major steps in business activity and expansion, including the investment of reserve funds; borrowing money, subject to Article V;

Section 1, making important financial commitments and entering into new fields of business enterprise.

7. To maintain at all times an active program of cooperative publicity and education; and to maintain relations with other cooperative associations, federations, leagues, and wholesales aimed to promote the best interests of the association and of the cooperative movement.

Section 7. *Duties of President and Vice President.* The president shall act as the chairman at all meetings of the association and of the board of directors, but should he be absent the vice-president shall preside; should he also be absent the officers and directors present shall elect one from among themselves to act as chairman on that occasion. The president, or chairman acting in his absence, shall sign all contracts.

Section 8. *Duties of the Secretary.* The secretary shall attend all meetings of the association and of the board of directors, and shall record the names of all the directors present and their minutes of their proceedings; he shall also countersign all contracts sanctioned and entered into by the directors; he shall likewise receive all proposals for admission into the association. He shall attend to all correspondence, keep the accounts, documents, and papers of the association in such a manner and for such purposes as the directors may direct. He shall prepare the regular statement of the business affairs of the association. The secretary shall on all occasions in the execution of his duties act under the superintendence, control, and direction of the board of directors.

Section 9. *Duties of the Treasurer.* The treasurer shall be required to attend all the regular meetings of the association and of the directors. He shall be responsible for such sums of money as may from time to time be paid into his hands by the secretary or by any other person on account of the association and for the investment of the same under the authority of the directors. He shall be responsible for having adequate financial reports presented to the board at regular periods or as the board may direct.

Section 10. *Duties of the Manager.* The manager shall have charge of the ordinary and usual business of the association under the supervision and direction of the board of directors. He shall sign with the treasurer all checks issued in the name of the association. He shall have custody of the funds used in the operation of the business of the association and shall keep such books as will preserve an accurate record of all business transacted by the association, and show any day the financial condition of the association. He shall make annual, quarterly, and monthly financial and operating statements. Subject to the approval of the board of directors, the manager shall have control over and may employ and dismiss any employee of the association. The manager shall make all sales for cash or be responsible for the amount of any and all unauthorized credit sales at the end of each month.

Section 11. *Compensation.* No person serving in the association shall receive compensation for more than one position either within or without the association.

(a) *Compensation of Directors and Officers.* The compensation of the board of directors and officers, if any, shall be determined by the membership meeting and not by the directors themselves, but not more than the prevailing rate as regulated by the War Relocation Authority except in the case of the compensation of the secretary and treasurer which shall be at the prevailing maximum rate as regulated by the War Relocation Authority.

(b) *Compensation of the Employees.* Compensation of all other employees shall be at the prevailing rate as regulated by the War Relocation Authority.

ARTICLE X

Miscellaneous

Section 1. *Fiscal Year.* The fiscal year of this association shall begin on the first day of September of each year and close on the last day of August of each year.

Section 2. *Seal.* The seal of this cooperative shall have inscribed thereon its name and the year of its organization and it shall be in the exclusive custody of the secretary.

Section 3. *Amendments.* These bylaws may be amended, repealed, or otherwise changed by a two-thirds vote of the members present at any regular or special membership meeting, due notice of which has been given in advance. *Provided*, that no change shall be made in Article VI, Section 1 (c) and Article VIII, Section 8, except by a two-thirds vote of the entire voting membership present and voting by mail.

Section 4. *Voting by Mail.* When provision is made for voting by mail, the notice of meeting and ballot shall be mailed to each member at his last known address at least two weeks before the date of the meeting and said ballot must be returned to the secretary on or before the date of the meeting in order to be counted.

Section 5. *Dissolution.* At any regular or special meeting, due notice of which has been given in advance, this association may be dissolved by a two-thirds vote of the entire voting membership, present and voting by mail.

Section 6. *Disposal of Assets and Reserves.* In case of dissolution of this cooperative, its assets shall be liquidated and distributed within ninety days in the following manner and order: (1) By paying its debts and expenses; (2) By returning to the members the par value of their membership certificates, and returning to the patrons the amount of patronage savings credited to their accounts toward the purchase of membership certificates; and (3) By distributing any surplus among those patrons who have been members or subscribers at any time during the past three years, on the basis of their patronage during that period.

"He drew a circle that shut me out—
Heretic, rebel, a thing to flout;
But Love and I had the wit to win—
We drew a circle that took him in!"

—Markham.

Shirley Gorman
Central California