



Board of Directors Election Handbook

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Table of Contents

Letter to Candidates.....	2
Director of the Board Role Description.....	4
Requirements.....	5
Leader-Ship Stamps.....	6
Candidate Campaigning Rules.....	7
Code of Conduct for Candidates.....	9
Astoria Co-op Ends Policies.....	10

For information about the election process, please contact by email:

Board Development Committee

matt@astoria.coop



Letter to Candidates

Thank you for your interest in board candidacy. Elections for Board Directors are held each year in November. This handbook is provided to guide candidates through the election process.

The Board of Directors serves a critical role in overseeing and guiding our Co-op. Directors attend Board meetings and are encouraged to participate in at least one board committee. We encourage Astoria Co-op owners to explore this opportunity for service and to contact us with any questions.

We encourage you to visit the Astoria Co-op website at astoria.coop to review news and activities and to become acquainted with the bylaws and Policy Governance at astoria.coop/own-it/governance). Finally, we encourage you to attend Board meetings that are scheduled for the second Wednesday of each month. Please confirm meeting dates and location at astoria.coop/events. Three positions on the Board, each for three-year terms, become available at every annual election.

The annual election schedule is as follows:

April	Election Handbook finalized and election communications begin
May	Candidate “mixer” and candidate application period opens
July 31	Deadline for candidate applications
September	Candidates accepted by Board Development Committee and Board
September	Candidate orientation
October	Candidate biographies published and names announced to public
November	Election conducted (election window opens at the Annual Owners Meeting and extends for 2 weeks)
December	Ratify election results and onboard new board members



Director of the Board Role Description

The Board of Directors is committed to carrying out the Ends of Astoria Co-op as stated in the Policy Registrar. The Board provides collective leadership to the GM on behalf of co-op owners.

Duties:

1. Before each board meeting, prepare by reading monitoring reports, financial statements, and other materials distributed in the board packet.
2. Attend all regular and special board meetings, participate in the proceedings, and follow the agenda.
3. Strongly encouraged to serve on at least one committee and actively participate in committee meetings, with service required as necessary to support effective governance.
4. Maintain knowledge of current corporate policies, procedures and the objectives of the corporation.
5. Financially support Astoria Co-op by being an active owner and shopper.
6. Actively recruit Astoria Co-op owners to serve on the Board and on committees.
7. Share expertise and talents with Astoria Co-op as appropriate.
8. Serve as an advocate of the corporation to the community.
9. Be accessible to the GM and other Directors as needed.
10. Fulfill commitments within agreed-upon deadlines.
11. Hold in confidence any sensitive information. All issues related to personnel, real estate, market strategy and goals, pending litigation, contract negotiations, and financial status (including owner loans, bank loans, and GM compensation) are considered sensitive and subject to confidentiality, unless and until the Board approves full disclosure.
12. Read and comprehend the Bylaws, Articles of Incorporation, the Policy Registrar, and Procedures Manual of Astoria Co-op.






Compensation:

10% discount on all in-store purchases. Active committee members, including Executive Committee members, are eligible for a 20% discount.

Requirements

To be qualified as a Director, a person must:

1. Have been an active owner (be a fully paid owner or current on ownership payments *and* have shopped in the store in the past 24 months) for at least six (6) months prior to the commencement of the election;
2. Be at least 18 years old;
3. Be committed to the best interests of the Co-op;
4. Not have any overriding conflict of interest with the Co-op;
5. No two or more related persons may be directors at any one time. If any election would otherwise result in two or more related persons being directors at any one time, then only that person receiving the greatest number of votes in the election will be elected as a director. The term "related person" means the spouse, child, grandchild, sibling or parent of the person, and any individual sharing the household of the person; and,
6. Satisfy any other reasonable eligibility requirements set by the Board:

Eligibility Requirements	To Run for the Board	To Vote in Election
Must be the primary <i>owner or a member of a household</i> on a co-op ownership account		
Must be the primary owner on a co-op ownership account (household members do not have voting rights)		
Ownership account status must be “active” (either fully paid or current on payments <i>and</i> have shopped in the store in the past 24 months)		
Candidate application <i>must be complete</i> in all respects and must have been submitted by the deadline		

After elected, new Board Directors are required to attend a Board Orientation. They are required to complete Columinate’s CBLD 101 and Finance trainings as well as equity and inclusion trainings, paid for by Astoria Co-op. Additional and ongoing trainings and educational opportunities will be provided.

Leader-Ship Stamps

Candidate profiles on election materials will include a ship symbol representing up to five key opportunities that candidates can take advantage of to demonstrate their qualifications for board directorship. These Leader-Ship Stamps will offer a quick visual indicator for voters to help inform their decision. One Leader-Ship Stamp will be assigned for the following attributes:

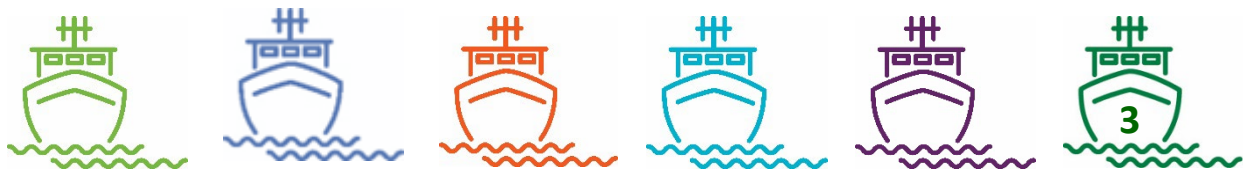
The candidate has

1. **Attended one or more Astoria Co-op board meetings**
2. **Served as a director and/or officer on a previous board**
3. **Reviewed the Policy Governance materials**
4. **Met with a current Astoria Co-op board director about board work**
5. **Attended a board candidate event: Candidate Mixer and/or Candidate Orientation**

Incumbent candidates will have a Leader-Ship Stamp with a number attached to indicate how many years they have served on the Co-op board.

Leader-Ship Stamps will be confirmed as acquired by the Board Development Committee. They will be updated on the online candidate profiles, up until the Annual Owners' Meeting. The election runs from the Annual meeting and extends for two weeks.

Candidates: Be sure to indicate in your application if you already have any of the Leader-Ship Stamp qualifications. The Board Development Committee will be in contact throughout the election cycle, confirming your current number of Leader-Ship Stamps.



Note: Leader-Ship stamps are informational and do not represent Board or Co-op endorsement of any candidate.



Candidate Campaigning Rules

Astoria Co-op will assist Board of Director candidates in campaigning and encourage owners to participate in elections by:

1. Posting approved information and photographs of candidates in Astoria Co-op by October 1st. Candidate statements will be available for customers to help owners make informed decisions.
2. Publishing notices about upcoming elections and approved candidate statements and photographs in the Astoria Co-op e-newsletter and on Astoria Co-op website
3. Additional notices may be published in Astoria Co-op e-newsletter and on social media reminding owners about voting procedures and policies

Candidates for Astoria Co-op Board of Directors are expected to campaign in a professional, appropriate manner, that reflects positively on Astoria Co-op. Candidates will campaign fairly and focus on the issue of importance to the interests of owners

1. Candidates are encouraged to talk about themselves, their experiences, leadership ability, business/jobs and policy position on issues relevant to the cooperative
2. Astoria Co-op requires candidates to follow Astoria Co-op Board of Director's Code of Conduct in Appendix of the Board of Directors Procedures Manual at all times
3. Campaigning inside the store is prohibited
4. Use of Astoria Co-op logo is prohibited in campaign materials, except for those published by Astoria Co-op
5. Campaigning outside of Astoria Co-op shall be allowed provided ingress and egress to the store are not restricted and candidates are not disturbing customers, while adhering to all state, local and store guidelines for safe social distancing, when applicable. Candidate must contact the General Manager prior to tabling to make tabling arrangements.

All candidates and their representatives desiring to campaign by the entrance to Astoria Co-op must review the candidate handbook. Candidates shall agree to abide by all these requirements as indicated by signing the application.

(continued on next page)



Candidate Campaigning Rules continued

Management is responsible for ensuring that all campaigning rules are being followed:

1. Use of proprietary co-op information by candidates including but not limited to the owner mailing list, is prohibited
2. All campaign mailing shall clearly state the names of the persons providing the mailing and shall follow the ethical guidelines listed above
3. Each candidate generated their own materials with their own personal resources. Astoria Co-op resources may not be used
4. Employees of Astoria Co-op are prohibited from actively campaigning for a candidate on co-op premises when on duty
5. Astoria Co-op employees shall not use their position or Astoria Co-op resources to influence the election

Campaigning that violates this policy will be brought to the President of the Board. The President may initiate removal of a candidate from the ballot subject to approval by the majority vote of the Board.



Election Conduct Expectations for Candidates

To avoid any conflicts during the election season, this code of conduct sets the guidelines, as follows:

1. Incumbent and new candidates will not participate in election discussions at Board or Board Development Committee meetings. Examples are: candidate questions, discussion of eligibility, content of applications. During closed session election discussions, candidates will leave the meeting.
2. Incumbent candidates need to be removed from email lists to Directors when involving discussion about elections business or passing documents such as copies of applications or a list of forum questions
3. Incumbent and new candidates are not entitled to see other candidate applications
4. Incumbent on the Board Development Committee will not participate in meetings and event planning from declaration of candidacy through election completion.

All applicants will be considered without attention to race, color, religion, sex, sexual orientation, gender identity, national origin, veteran or disability status.

Please contact matt@astoria.coop if you have any questions.

Astoria Co-op Ends Policies

The Astoria Co-op empowers members and potential members to enhance their health and the health of the community.

The Astoria Co-op will:

- Create a thriving and cooperative local economy
- Be a local leader in environmental sustainability
- Provide a fun, inclusive, and authentic community experience

What are “Ends”?

Our board of directors uses a system called *Policy Governance* to guide the Co-op. This approach clearly defines the roles of the board and management and sets out the long-term outcomes—called “Ends”—that our Co-op exists to achieve. Ends are statements that describe the purpose of our organization and why we exist. Ends define the results of our work, who benefits from it, and what value we create for the community.

