



Board Officer Job Descriptions, Committee  
Structure, and Governance

# Board Officers

## Offices

The Cooperative shall have a President, Vice-President, Secretary, and Treasurer.

## Qualifications

The officers of the Cooperative shall be elected from among the members.

## Nomination and Election of Officers

Nomination for office positions is by volunteer. Those that volunteer will be considered for election to office. At a meeting of the members, the candidate receiving the highest number of votes for an office shall be elected and shall serve until removal or resignation. Existing officer positions will be reviewed and considered for re-election at the annual board meeting/retreat and members will have ability to volunteer for positions. A vacancy in any office resulting from an officer's death, permanent disability, resignation, removal, or disqualification, or from any other cause, will be open to volunteers and filled by a vote of the members.

## Removal of Officers

Officers may be removed by the qualified consensus vote of the members.

## Resignation

Any officer may resign at any time upon written notice to the Cooperative. This does not indicate the resignation of membership. This does not negate the ability to serve an office in the future.

## President

The president is the executive officer of the cooperative and in this capacity shall:

- Preside over board meetings.
- Serve as chairman of the Coop Development and Administration Committee.
- Serve as an ex-officio member of all other committees.
- Recommend what committees should be formed.
- Be a primary spokesperson for the cooperative.
- Lead the board in the performance of its responsibilities.
- Perform such duties as directed by the by laws and the board.
- Executive officer responsibilities:
  - Goal Setting:
    - Works collaboratively with board members and the management to set goals for the cooperative.
    - Creates a strategic plan with specific, measurable outcomes.

- Assessment and Evaluation:
  - Responsible for working with the board and committees to set short and long-term organizational goals. Goals should include community outreach, organizational capacity, financial accountability, and capital improvements.
  - Evaluates progress of the planned outcomes and the strategic plan to grow organizational capacity.
- Lead the Board of Directors:
  - Schedules and leads board meetings. Determines frequency of meetings. Creates an agenda that includes financial reporting, personnel updates, community outreach and progress reports from each standing committee.
  - Aligns organizational goals with the work of committees. Meets with committee leaders and provides guidance about workflow and how individual committees can support the community impact of the cooperative.

## Vice-President

The vice president is the operations officer of the cooperative and in this capacity shall:

- Perform those functions delegated to the vice president by the president.
- Perform the duties of the president when the president is unable to perform them.
- Serve as the chair of the membership committee.
- Operations officer responsibilities:
  - Coop policy and procedures
    - Support the updating of governance policies and procedures, as needed, benchmarking with similar organizations and learning from best practices in the field.
    - Assist in the establishment of governance and in responding and reporting on governance obligations while engaging with the board and board committees.
    - Support the planning of work for Coop Committees, including establishment and updating of internal systems to track Board and Committee decisions.
    - Prepare documents and other support materials, as required.
  - Board and Committee Meetings Support:
    - Assist in the preparation of Board meetings, including through providing organizational and analytical support as required.
    - Support operation of Board meetings or other Board sub-committee meetings as appropriate to ensure (i) agreed standard of meeting conduct, (ii) clear and accurate recording of decisions, (iii) adherence to procedures, (iv) accurate and timely recording of requests by the Board or other Board sub-Committee.
    - In collaboration with the Board Secretary, ensure that Board and Committee rosters are kept up-to-date, and that Board and Committee orientations and materials are conducted and provided within set timelines.

## Secretary

The secretary is the officer responsible for the records and correspondence of the cooperative and in this capacity shall:

- Perform those functions delegated to the secretary by the president.
- Safeguard all the records of the organization in accordance with the by-laws. Records required to be kept:
  - A copy of its Articles of Incorporation and these Bylaws as amended to date.
  - Adequate and correct books and records of account.
  - Minutes of all board and executive committee meetings and minutes of all other committee's meetings.
  - A record of its members giving their names and addresses.
  - Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form, including electronic format.
- Give notice of meetings and distribute minutes and other documents as needed.
- Serve on one committee.

## Treasurer

The treasurer is the financial officer of the organization and in this capacity shall:

- Perform those functions delegated to the treasurer by the president.
- The treasurer shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the Cooperative, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. Safeguard the assets of the organization.
- Render a statement of the Cooperative's financial condition and an account of all transactions conducted as chief financial officer whenever requested by the Board.
- Maintain control over the receipt and disbursement of the cooperative's funds as authorized by the Members. Needs to be signer on all company accounts.
- Serve as chair of the finance, budget, and administration committee.
- Oversee the preparation of the annual budget.
- Oversight of the deposit of cooperative funds and other valuables in the Cooperative's name and to its credit with depositaries designated by the members.

## Board Committees and Committee Participants

The Board of Directors will form committees to perform specific functions, such as financial oversight, or perform certain work, such as plan the annual board retreat. The intent of committee work is to research specific problem solving/policy issues that need to be addressed. Committees are formed of board members except where specifically allowed. The purpose or role of each committee is described under the heading of that committee. All committees report back to the board with their findings and

present proposals that require a vote. The responsibility of committee participants in all cases shall be to:

- Be committed to the purpose of the committee.
- Become knowledgeable about the work of the committee.
- Do the work of the committee.
- Committees are limited to board members unless the committee is open to all employees.
- No more than five participants on each committee or sub-committee.
- All board members must be available to serve on at least one committee.
- Each standing committee is allowed two sub committees at a time.
- Board members can be part of no more than two committees except for the president.

## **Budget and Finance Committee**

Chair= Treasurer

Participants= President's discretion

The role of the Budget and Finance committee is to perform the properly delegated functions and duties of the board related to ensuring the long-term financial stability and strength of the organization. The committee composition should include individuals with some background in business or finance and may include non-board members. The committee's scope may be expanded by the board to include oversight of the administrative operations of the organization. Focused topics and decision-making responsibilities:

- Retained earnings distributions
- Asset allocation and acquisition
- Labor Rates, Design Fees, Markups and T&M formula changes
- Spending more money on budget expense items that exceed 120% of existing budget
- Wage ranges for job descriptions
- Bonuses

## **Coop Development and Administration Committee**

Chair= President

Participants= Board only

The role of the Coop Development and Administration Committee is to recommend to the board for its consideration a multi-year plan for the organization that defines its mission, goals, needs, policies, etc., within a defined view of the future. This committee is also responsible for establishing leadership development process, protecting the Board integrity, and establishing compliance with internal governance policies. Focused topics and decision-making responsibilities:

- Board retreat planning
- Mission and vision directives
- Bylaw reviews

- Committee reviews
- Changes in benefits and HR policies
  - Hiring practice
  - Employee Evaluation
  - Major job description changes
  - Continuing education
- Modification of bylaws and operating policies
- Creation of new division or significant modification of existing
- Venue changes (e.g., leave NW Ave)
- Modification of existing construction and design services agreement documents
- Major showroom modifications

## **Membership Committee**

Chair= Vice President

Participants= Board Only

The role of the membership committee is to recommend to the board for its consideration a list of qualified individuals who could become members of the board or any of its committees or contribute substantially to the organization in other capacities. This committee is also responsible for the continual development of training documents and protocols to ensure new members fully embrace and understand the Coop's function. Topics of discussion and decision-making responsibilities include but are not limited to:

- Advancing employees into the member training process and increasing membership.
- Reviewing member training process and manual and implementing necessary adjustments/changes.
- Mentoring new members in training.
- Member dismissal and procedure.

## **Marketing Committee**

Chair= Assigned by President

Participants= Open to non-board members

This committee is responsible for developing methods and processes for creating awareness of A1DesignBuild both in the building community and the general public. Focused topics and decision-making responsibilities:

- What and where to direct marketing and advertising to attract clients interested in our vision.
- Approve graphics for advertising.
- Choose/hire marketing consultants.
- Gift giving to clients, subs, and vendors.
- Create policy for what types of projects the coop will pursue.

## **Community Outreach Committee**

Chair= Assigned by President

Participants= Open to non-board members

This committee is responsible for identifying and developing plans for who and how we can help our community at large. Focused topics and decision-making responsibilities:

- Social and Economic Justice
- Engage with community groups to find opportunities for support and volunteering.
- Create annual plan for distribution of charitable funds.
- Define application/selection process for community giving.
- Create long-term saving/investment/endowment plans for charitable funds.

## **Governance**

### **Generally**

A1DesignBuild is a worker-owned, IRS Subchapter-T, cooperative corporation. Our governance system is a democracy which has clear divisions of responsibilities and authorities. Our management system is more open and decentralized than most. Everyone is encouraged to effect decisions and accept responsibility for those decisions. Everyone is encouraged to question the decisions of others. Taking risks and making mistakes are everyday events. Our journey of choice is to achieve a spirit of cooperation, inquiry, experimentation, and teamwork.

### **Triple-Bottom-Line Provision**

Because A1DesignBuild is committed to maintaining a triple bottom line (planet, people, and profits), members are urged to consider social and environmental impacts in their corporate decision-making, including, but not limited to the social, economic, legal, environmental, and other effects of any action on members, employees, retirees, suppliers, products, customers, and the communities (local, regional, national, and global) in which A1DesignBuild operates.

## **Membership**

### **Membership Qualifications**

Employees have the opportunity to become members when the following is achieved:

- Member Training:
  - Supervisor reports that the employee has performed job duties in keeping with expectations.
  - Job performance has steadily improved through the first two years of employment.
  - Receives a qualified consensus vote from the board to begin training.
  - Completes training process with membership committee mentor.

- Worked for the coop for a minimum of three years.
- Voted in by qualified consensus of the members.
- Pay the membership fee.

### **Membership Responsibilities**

As a member of our worker-owned cooperative, one must:

- Be responsible and committed to performing professional responsibilities to the highest standard possible.
- Be committed and responsible for supporting fellow members in their professional development and in holding them accountable if they fall short of their professional responsibilities to fellow members and A1DesignBuild.
- Maintain a positive relationship with all co-workers.
- Be responsible for the health and well-being of A1DesignBuild with a commitment to its mission and goals.
- Be responsible for knowing the A1DesignBuild Bylaws, Operating Policies, and Governance and overseeing their implementation.
- Be responsible for participation in reviewing and approving the annual budget and overseeing the financial health of the organization.
- Assist A1DesignBuild in a manner that best serves the organization and fits personal interests and expertise. These contributions may include the dedication of time and effort furthering the projects and goals of our cooperative.
- Attend at least 80% of the board meetings during the year and be available for phone and/or e-mail consultation with other members and staff. If a member cannot attend a board meeting it is their responsibility to notify the Board president and Secretary prior to the meeting. It is also the responsibility of each member to find out what occurred during any meetings missed and what actions were taken.
- Serve as an ambassador for A1DesignBuild by networking in the community.
- Maintain confidentiality of the Board's executive sessions.
- Avoid the appearance of a conflict of interest that might embarrass the Board or organization and will disclose any possible conflicts of interest to the Board in a timely fashion.
- Understand that authority is granted to the members as a whole and that an individual member has no authority over the organization.
- Serve the member term as described in our bylaws.
- Agree to conduct oneself respectfully and in accordance with accepted parliamentary procedure when necessary.
- Agree to participate purposefully in all meetings and other member-specific activities.



### **Member Benefits**

Full benefits of membership will be granted upon payment of 50% of membership fee. The remainder of any balance of the membership fee must be paid prior to member receiving any dividend distribution. Member benefits include:

- A single vote on motions made in board meetings which help shape the future of the coop
- Allocations of year end net income
- Participation in committee work and decision making
- Assist with the development of goals of the coop
- Better understanding of what it takes to operate a multimillion-dollar organization

### **Member Resignation**

With the consent of the Board of Directors, a member may resign as a Member of the Cooperative by filing with the Secretary of the Cooperative a written notice of resignation. Upon meeting requirements for consent of the board, the resignation shall become effective immediately without any action on the part of the Cooperative. If a member resigns without consent of the board, they forfeit their membership fee.

Member would receive consent from the board when:

- Reasonable notice given to allow for accommodating workload
  - Time for adequate training of replacement
  - Time for transferring task load to other staff
- There are no outstanding loans.
- Company property is returned.

### **Death or Permanent Disability of a Member**

If a member dies or becomes permanently disabled, this will result in the immediate termination of his or her membership in the Cooperative, and all benefits of membership will end. Refer to bylaws for further definition and outcome of permanent disability or death.

### **Removal of Members**

A Member may be dismissed or suspended from the Cooperative on the qualified consensus of the Members at a meeting at which a quorum is present and proper meeting procedures are followed. A Member whose membership is dismissed or suspended shall remain liable for any financial obligations. The Cooperative may direct a member whose dismissal is being considered to refrain from conducting business as a member or entering the places of business until the dismissal decision is made.

### **Transfer of Membership**

No Member may transfer, pledge, or assign her or his membership or any benefits of membership (other than assigning their proxy for voting).

### **Member Compensation**

All members will be paid their employee hourly rate for all work performed on behalf of the cooperative unless otherwise determined.

### **Board of Directors**

**Board-** All Members of the Cooperative shall serve on the Board of Directors and no person other than the Members of the Cooperative shall serve on the Board of Directors.

**Resignation or Removal-** A member may not resign or be removed from the Board of Directors except by ceasing to be a member.

### **Member and Board Voting**

The voting power of the Members shall be equal, and each Member shall be entitled to one (1) vote on any matter requiring a vote of the Members. Members may vote by proxy (assignment of your vote) so long as the designation of proxy is in writing and provided to the Secretary of the Cooperative prior to the meeting. A proxy is presumed to have a general power to vote on any matter unless expressly limited by the designating Member. A submitted proxy vote counts towards quorum. For example, if a member is not able to attend a meeting where a vote is required, that member can submit the proxy determination in writing to the secretary who will then share this proxy vote at the meeting. The process we commonly use with difficult decisions is to decide but don't immediately implement ... to instead sleep on it, and then revisit it at a subsequent special or regular meeting. Any board member may call for this procedure when he or she feels it is warranted.

### **Qualified-Consensus Decision Making**

Our WOC operates with modified-consensus decision making, unless otherwise defined in our bylaws. Each person eligible to vote will utilize this finger-voting method:

- 1 finger held up means that you agree with the motion at hand.
- 2 fingers mean that you don't agree whole-heartedly with the motion but you're willing to live with it.
- 3 fingers mean that you don't agree but you're willing to work for an alternative solution.

**One or more 3-finger votes blocks the motion. The motion has failed.**

**If a decision yields one or more 3-finger responses, the following sequence begins:**

- The group discusses whether this issue is urgent; that a decision cannot wait.

- If a super majority (defined as 2/3 or more) of those present consider it urgent, another vote is taken on the motion immediately and it can only prevail with a super-majority vote.
- If a super-majority of those present consider it non-urgent, we revisit the issue at the *next* meeting, repeating steps #1 through #3 above.
- Each person who holds up 3 fingers is responsible to bring forth an amendment to the next meeting if the motion is moved to the next meeting because it was considered non-urgent.
- If more than one person holds up 3 fingers, this group can come together to offer a single, or numerous amendments.

### **At the next meeting**

- Amendments are offered, and discussion follows.
- A vote is then taken again on the original and/or modified motion[s], repeating the algorithm described above.

If it becomes apparent that consensus cannot be reached on any matter in such a manner that has or may negatively affect the ordinary and timely operations of the Cooperative, an affirmative vote of seventy-five percent (75%) of the Members is required to carry any decision on such matter.

### **Decisions Involving Relatives, Close Friends, and Similar Issues**

Whenever there is an issue among members, all those involved in the decision-making process must remember to be especially careful to keep the company's interest first and foremost in deliberations and decision-making. It is essential to try to be frank, honest, open, and constructive, and to not allow personal issues to get in the way of good company decision-making. A1DesignBuild allows (but does not require) any of the following:

- An individual who is the subject of a discussion and/or decision may decide not to participate.
- An individual decision-maker may directly ask the subject of a decision or a related party to not participate, and that person (the subject) may ask the decision-maker to reconsider.
- A decision-maker may elect not to participate.
- If a decision-maker is uncomfortable saying something directly to the subject of a decision, that person may discuss with anyone on the Coop Development and Administration Committee and ask the committee member to raise their concern. This does not apply to non-participation requests.

### **Meetings**

- Meetings are open to employees, consultants, and community members with an invitation from the members. Non-members will be asked to leave the room during the deliberation of issues that a super-majority of Members believe are appropriate for Members' ears only.
- Members who miss meetings must expect that important decisions may be made in their absence.

- Agendas and Minutes: All A1DesignBuild meetings (including Board meetings and committee meetings) will abide by the following procedures:
  - Agendas will be distributed no less than 48 hours before meetings.
  - Meetings will be facilitated by a designated Board member.
  - Minutes will note assigned tasks, with doers and deadlines where applicable.
  - Agendas and minutes will be accessible to all employees in an electronic file.
  - The contents of Board minutes and Committee minutes are confidential. These documents are for employee use only, and they should not be shared, distributed, or forwarded outside the company.
- Board Meetings
  - Any meeting of the Members shall simultaneously constitute a meeting of the Board of Directors, and any action or decision of the Members shall simultaneously constitute an action or decision of the Board of Directors.
  - Minutes are distributed to all members after each Board meeting.
  - Members are encouraged to use a proxy to submit votes when they cannot be present.
- All Company Meetings:
  - Our Management Team will attempt to schedule all company meetings on a quarterly basis per year which all employees are expected to attend.
- Annual Meeting/Board Retreat
  - An annual meeting of the Members shall be held per the bylaws. At this meeting, members will:
    - Discuss nomination and review of officer positions. If an existing officer is ready to resign from office or a new member would like to fill an officer position, it is at this meeting where these discussions will be held.
    - Review existing committee rosters and discuss changes if needed.
    - Review annual financials.
    - Set goals for the coming year.
    - Establish long range plans for the coop.
    - Renew the member pledge.
    - Discuss agenda items brought forward from board meetings.
- Special Meetings
  - Special meetings of the Members for any lawful purpose may be called by a board officer or by thirty percent (30%) or more of the members at any time.
- Notices
  - A written notice of any meeting (other than special meetings) shall be given by the Secretary not less than seven (7) days before the date of the meeting to each member. Electronic communication shall be considered written notice.
- Quorum

- Seventy-five percent (75%) of the members shall constitute a quorum at a meeting of the members.

## **Allocations and Distributions**

### **Definitions**

The following terms shall have the definitions identified below for purposes of this Section:

- “Net Profit” is the money left over after all expenses are paid for the year.
- “Loss(es)” are the result of spending more money than we receive.
- “Patronage” are all hours worked on behalf of the company. The hours worked by employees — members and non-members alike.
- “Membership Fee” is the money paid to the cooperative to become a member. Current membership fee is \$10,000.
- “Patronage Dividends” is the money owed to the members for their patronage each year and is distributed in two different methods. They come in the form of cash at the beginning of the following year and/or applied to internal capital accounts.
- “Capital Account” is the account on the Cooperative’s books that holds the membership fee and money not paid out as cash (retained earnings).
- “Notice of Allocation” is an “I owe You” from the cooperative to a member’s capital account if the board decides not to pay patronage dividends as cash.

### **Allocations**

All net profit shall be paid as patronage dividends or applied to capital accounts as retained earnings in direct proportion to patronage during that year.

This is how we calculate net profit allocations: The total patronage of all employees is divided by the patronage of members. This percentage of patronage is applied to the net profit for the year. For example, if the patronage of all members is equal to 40% and there was \$100,000 in profit, \$40,000 would be paid to members as a patronage dividend. Each member’s dividend is based on their percentage of total membership patronage. This percentage is applied to the amount owed to members. *For example, if member A’s patronage was 12% of the total member patronage, they would receive a \$4,800 patronage dividend. The remaining \$60,000 of profit would be distributed to each member’s capital account. These distributions are also based on member’s percentage of total member patronage.*

This is how we calculate a loss allocation: Any loss is allocated based upon the number of calendar days in that year the member was a member. The total calendar days by all members is divided by each member’s calendar days. This percentage of the loss is allocated to each member’s capital account. *For*

*example, with a \$10,000 net loss for the year, if member A's percentage of the total days worked was 10%, -\$1,000 would be allocated to member A's capital account.*

#### **Patronage Dividends Disbursements**

Patronage dividend disbursement is determined by the Board on a yearly basis. If a patronage dividend is distributed as a written notice of allocation and applied to the Member's capital account instead of cash, at least twenty percent (20%) must be distributed in cash.

#### **Member's Covenant to Declare Income for Tax Purposes**

Each member is responsible for claiming written notice of allocation amounts on their personal tax return for the year in which the money is earned.

#### **Payment Rights Regarding Member Accounts**

When a member's membership in the Cooperative is terminated for any reason, and upon consent of the board, the amount in their retained earnings account will be distributed per periodic redemption schedule. The membership fee will be redeemed immediately.

#### **Periodic Redemption of Member Accounts**

The Cooperative must pay out in cash to the members all retained earnings in capital accounts within eight (8) years of the date they were first credited. These payments are currently being made on a four-year cycle. *For example, retained earnings from the year 2020 will be paid out in 2024.* These payments will be paid out in the order in which they are credited, with the oldest paid out first. The Board can vote to accelerate the repayment of debt owed to members on a case-by-case basis.

#### **Dissolution Distributions**

Upon liquidation, dissolution, or sale of all assets of the Cooperative, any assets left after payment of all debts and member account balances will be distributed per bylaws.