

Why a Bylaw Revision—and Why Now?

September 2025

Dear Just Food Co-op Members,

If we said the Just Food Board of Directors undertook a full revision of our cooperative's founding bylaws "just for fun," no one would believe us. So we want to share a few words of explanation about this project, which **you'll see on this year's ballot**.

Bylaw changes are rare. Since Just Food Co-op began in 2004, only a handful of small, targeted amendments have been made. This is by design: bylaws are meant to be a stable, foundational set of rules, and even minor changes require a vote of the full membership.

Co-op best practices recommend a full bylaw review every 15 years or so—and we are overdue, having celebrated our 20th anniversary last year. In early 2024, the Board completed a major overhaul of our dense, 37-page Policy Register—the internal manual that guides how the Board does its work. With that project behind us, it made sense to turn our sharpened editorial skills to the next challenge. Compared to the Policy Register, our twelve pages of bylaws seemed like light work.

In short: it's the right time for a fresh start.

And we truly did start fresh. We began with a newly updated template from Columinate, the national consulting group that has long supported Just Food and specializes in cooperative governance. This template reflects the experience and best practices of co-ops nationwide. Using it as a foundation, we then adapted the content to reflect Just Food's unique needs and priorities. To ensure accuracy, we also engaged attorney Mary Hahn of Moersch, Dorsey & Hahn to review the draft for consistency with our Articles of Incorporation.

To make it easier for member-owners, here's a summary of what has changed—and why. These updates won't affect day-to-day operations. They focus on how members interact with governance, and on clarifying minor points to help the Board do its work. Most changes fall into these categories:

1. Scale

Twenty years ago, our founders likely didn't imagine giving out our 4,600th member number while adding 12–20 new members each month. Bylaw numbers tied to membership or Board quorum need updating to reflect our growth.

2. Clarity

We've modernized language throughout, moving from dense "legalese" to plain, accessible wording. This helps new Directors learn and enjoy their roles quickly, regardless of education or language background, making governance easier and more pleasant.

3. Brevity

Our 12-page bylaws have been trimmed to five pages. Redundant sections—including content already covered in our Articles of Incorporation, the International Cooperative Principles, Minnesota law, and our Policy Register—have been removed. This makes the bylaws far easier to understand and use.

4. Responsive Governance

As a mid-size co-op with over \$9 million in annual sales, a professional Board, and a growing workforce, Just Food needs to remain adaptable. Bylaws are inherently rigid, so this revision shifts many governance details to the Policy Register, where the Board can adjust them as needed. The balance of power between Directors and members remains unchanged.

A clear example: the 2023 bylaw change on Board compensation. Previously, adjustments required waiting for the Annual Meeting and a full membership vote. With this revision, the Board can set compensation directly, trusting future Boards to act responsibly while keeping members' accountability mechanisms intact.

We invite all members to review both the old and new bylaws, but please know that the Board has done the heavy lifting for you. Approving this revision helps pave the way for another 20 successful years of Just Food.

Sincerely,

Carla Johnson

Board President

Page Nelson

Education Committee Chair