

Governing Principles of the Pittsburgh Chamber of Cooperatives

7 November 2015



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1 MISSION and PURPOSE

The Pittsburgh region lacks a strong culture of cooperative business operations and ownership, and thus lacks the benefits these afford their participants. Conventional business practices and business development services do not provide for the cultivation of cooperative enterprises. We therefore have founded the Pittsburgh Chamber of Cooperatives, a Pennsylvania Nonprofit Association (The Association), the purpose of which is to develop and implement a cooperative business infrastructure – a social and economic eco-system for worker-owned and member-owned businesses to thrive – in the Pittsburgh area and beyond.

The Association is headquartered at 1330 Wightman Street, Pittsburgh, PA 15217. Members may change the place of business to:

without amending these governing principles.

Its business follows the calendar year from January 1 through December 31.

2 MEMBERSHIP, MEMBERS' RIGHTS AND RESPONSIBILITIES, AND MEETINGS

- a. Membership types: Solidarity Member (or renamed at a later date by the membership without the need for amending these governing principles) is a person interested in the purpose and mission of the Association and offers their time and effort to Association business; an Enterprise Member (or renamed at a later date by the membership without the need for amending these governing principles) is a cooperative or an organization working for inclusive economic and social development, creating shared value and wealth in the course of doing business, or otherwise interested in the purpose and mission of the Association and offers their time and effort of their members, employees, or constituents to Association business;
- b. Member rights. All Enterprise Members have the right to vote on Association matters at Member Meetings. Solidarity Members are entitled to the educational resources and certain non-confidential work product of the Association as determined by the voting membership. Solidarity Members may vote in the case of a tie vote by Enterprise Members, where the majority of Solidarity Members present for the vote determine the outcome. Enterprise Members are entitled to an allowance of coaching time and shared services as they become available to Enterprise Members;
- c. Member responsibilities: All Members are responsible for attendance at Member Meetings, for offering their time or talents to Association business and development, for participation in Association Member Meetings, for voting on Association matters as described in 2.b. and 3.e., and for paying appropriate dues for their membership level in a timely manner;
- d. Member meetings will be set for a date early in each quarter. The fourth Quarterly Member Meeting shall also be the Annual Meeting where the Association's activities for the year can be reviewed by all members and recommendations for the coming year's direction can be presented.

3 MEETINGS AND DECISION MAKING

Meetings

- a. Member meetings shall be quarterly, at a time generally convenient for members.
- b. The Member Meetings shall be scheduled for the next calendar year in advance.
- c. Members will be given reminder notices one month and one week and one day in advance of the regularly scheduled Member Meetings on the Association web site and by email, provided they furnish their address to the Association Manager.

- d. A member quorum is at least 20% of Solidarity members and 50% of Enterprise Members deemed present as per these governing principles.
- e. Voting. Solidarity members in their total numbers account for 1/3 of the vote. Enterprise Members account for 2/3 of the vote. In the event that less than 75% of Enterprise Members vote for an action, a 51% majority of Solidarity Members will decide the vote to make a super majority of 66% or more of the entire membership.
- f. Parliamentary procedures shall govern the conduct of Members Meetings.
- g. Members may be deemed present to participate in a Members Meeting by telephone or other means of electronic communication, and their attendance recognized when the meeting is called to order. Members may not vote by proxy.
- h. Members may take action on behalf of the Association regarding promotion and membership recruitment on their own, in accordance with these governing principles, and may take other actions on behalf of the Association by consent of the Manager without a meeting or by ballot;

Decisions necessary for the conduct of Association business and how they shall be made:

- a. The membership may delegate the business of the Association to a Manager, who may be a Member of the Association.
- b. The membership decides matters pertaining to the Association's mission, policies, and major expenditures. The membership defines mission, policies, and major expenditures.
- c. Decisions are made by a consensus of the members whenever possible. A consensus is defined as a unanimous vote for a proposal brought forth by a member, group of members, committee, or the Manager.
- d. If a consensus decision cannot be reached, decisions are made in accordance with the provisions in Principle 3.e. above.
- e. Decisions may be delegated to a Manager, who must be a member of the Association, appointed to take action under existing policies and procedures on behalf of the Association.

4 MANAGEMENT

- a. Members decide the actions of the Association through the decision making methods in Principle 2 and 3.
- b. The Association may appoint a Manager, who must be a member of the Association, who is delegated to conduct the business of the Association, and

take action for the Association, within the scope of the original purpose, these Governing Principles, and decision making policies members may amend.

- c. Permitted payments. A nonprofit association may:
 - 1. pay reasonable compensation or reimburse reasonable expenses to a member or manager for services rendered;
 - 2. confer benefits on or make contributions to a member or manager in conformity with its nonprofit purposes;
 - 3. repurchase a membership and repay a capital contribution made by a member to the extent authorized by these governing principles;
 - 4. repay indebtedness to a member or manager; and
 - 5. make distributions of property to members upon winding up and termination to the extent permitted by section 9135 (relating to winding up).
- d. Except as provided in these Governing Principles, a nonprofit association shall reimburse a member or manager for authorized expenses reasonably incurred in the course of the activities of the member or manager on behalf of the nonprofit association.

5 PROPERTY AND OTHER ASSETS

The Association may acquire property in the form of real estate, investment equity in cooperatives, or facilities, furniture, and fixtures in which to do business.

6 PROCEEDS OF THE SALE OF ASSETS

Upon deciding to dispose of Association assets, the proceeds, if any, of the sale of assets is to be put to use in conformance of the Association's stated purpose and mission.

7 DISSOLUTION

- a. The Association may be dissolved upon the consensus of the members, or, if no acceptable consensus is reached, by a vote in accordance with Principle 3.e.
- b. All assets the Association holds at the time of dissolution, after satisfying any outstanding debts and obligations, must be conveyed to cooperative corporations, nonprofit association(s) dedicated to cooperative economics,

organizations with the mission to advance shared-value creation in business, or a 501(c)(3) nonprofit organization. Otherwise, the Association's assets may be sold and the proceeds from such sales may be distributed to the above types of organizations.

8 MATTERS NOT COVERED BY THESE GOVERNING PRINCIPLES

In the absence of applicable governing principles herein, Chapter 89, Title 15 of The Pennsylvania Code. In the absence of applicable governing principles therein, customary usages and principles of parliamentary law and procedure apply.



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www.PittsburghChamber.coop