Article 6: **Board of Directors and Officers**

1. **Powers and Duties.** Kodiak Harvest shall be governed by a Board of Directors of nine members, elected from among the owners of Kodiak Harvest. Except for matters for which owner voting is required, the Board shall have full power to govern Kodiak Harvest, including, but not limited to, hiring management and evaluating its performance, establishing compensation, if any, for the Board, and assuring that the mission of Kodiak Harvest is carried out.
2. **Officers of the Board.** The Board shall elect from among themselves the following offices: Char, Vice Chair, Secretary and Treasurer. The Secretary and Treasurer may be the same person.
3. **Terms and Elections.** Directors shall be elected for a term of three years, and shall serve until their successors have been elected or appointed. Directors shall server staggered terms in such that approximately one-third of the Board is elected each year. If a board member resigns or is removed before his or her term expires, the Board shall appoint a replacement board member to serve the balance of the term for the vacant position. Such appointment shall be subject to vote of confirmation by the ownership at the next annual meeting if an annual meeting occurs before the end of the unexpired term.
4. **Board Meetings.** The Board shall hold regular and special meetings at such a time and place as it shall determine. All directors shall be notified at least three weeks in advance of regular meetings and 10 days – or as much as is practical – in advance of special meetings. Meetings shall be open to all owners unless the Board decides to go into Executive Session regarding confidential or proprietary matters such as labor relations or personnel issues, negotiation of contract, discussion of strategic goals or business plans, the disclosure of which would adversely impact Kodiak Harvest’s position in the marketplace, and/or discussion of a matter that may, by law, be considered confidential.
5. **Quorum**. A quorum of five board members shall be required to conduct business at any board meeting.
6. **Action without a meeting**. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote. This consent has the force and effect of a unanimous vote at a meeting.
7. **Removal of a Board Member**. A board member may be removed after failing to attend three or more regular meetings without communicating reasons for absence to the Board, or whenever the Board in its judgment determines that removal would be in the best interest of Kodiak Harvest. The Board is fully empowered to make such removal. Election or appointment of an officer does not itself create contract rights.
8. **Chief Executive Officer.** The Board shall appoint a Chief Executive Officer who may be, but who shall not be required to be an owner of Kodiak Harvest. For the purposes of this section, a General Manager may be considered a Chief Executive Officer. No member of the Board may serve as Chief Executive Officer until 1 year after discontinuing service as a director. The CEO shall perform such duties and shall exercise such authority as the Board assigns in the contract.
9. Committees. The Board, by majority vote, may establish various committees as it deems necessary and advisable to assist the Board in governing the affairs of Kodiak Harvest.
10. **Policies, Rules and Regulations.** The Board shall have the power to make and adopt such policies, rules and regulars, not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the management of the business and affairs of Kodiak Harvest. Policies of the Board may be adopted, modified, or rescinded only by the vote of a majority of the directors.
11. **Indemnification.** To the fullest extent permitted by the applicable law, the Board in its sole discretion, may by majority vote, indemnify a Board member for any loss, damage, or claim incurred by such board member by reason of any act or omission performed or omitted by such board member in good faith on behalf of Kodiak Harvest and in a manner reasonably believed to be within the scope of authority conferred on such board member under these bylaws; provided, however, that any indemnity under this section shall be provided out of and to the extent of Kodiak Harvest’s assets and/or from the Director and Officer insurance policy, if applicable, and no other board member shall have any personal liability on account thereof.
12. **Conflicts of Interest**. Directors shall be under an obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Directors having such a conflict shall absent themselves from discussion and decision of the matter unless otherwise determined by the Board. No employee of Kodiak Harvest may serve of the Board.

**Expectations:**

1. Monthly 90 minute meetings.
   1. Attend 10 of the 12 meetings per year.
2. Cooperative membership is required to serve on the board.
3. Subcommittee service required.
   1. Board members must serve on at least one sub-committee but not more than two.
   2. Board representation is required for a subcommittee to be formed.
4. Expect additional hours outside meetings and subcommittee meetings, especially during planning stages (minimum 4-5 monthly expected).
5. Participate in board training and development.
6. The Board serves as the hiring and evaluative body for the Store Manager/CEO of Kodiak Harvest .
7. Reviewing and approving financials.
   1. The Board will review and approve annual budget that CEO/GM will execute.
8. Guide the direction of the store based on mission statement.
9. Enter KH into contracts.
10. Stay current on cooperative policy best practices.
11. Represent KH and its mission.
12. Provide a link between the cooperative and its owners; represent the cooperative membership.