

## **Bylaws of The Minnesota Translator and Interpreter Cooperative**

### **ARTICLE I CORPORATE AFFAIRS**

1. **NAME.** The name of the Cooperative shall be ““ Minnesota Translator and Interpreter Cooperative” (hereinafter, the “Cooperative”).
2. **PURPOSE:** The purpose of the cooperative shall be to provide new work opportunities and other benefits plus community and collegiality. The cooperative shall increase language justice by providing quality interpretation and translation services to its clients and the community, with the consequent purpose of assuring that all members of the community can participate fully in community life undeterred by language barriers, and make quality language services the norm.
3. **FISCAL YEAR.** The fiscal year of the Cooperative shall end on the 31- day of December in each year.
4. **EXECUTION OF INSTRUMENTS.** All deeds, leases, transfers, contracts, notes, bonds, and other obligations authorized to be executed on behalf of the Cooperative shall be signed by the President or the Treasurer except as otherwise determined from time to time by the Board of Directors.
5. **CORPORATE RECORDS.** Copies of the following documents shall be kept at the principal office of the Cooperative or at the office of the Secretary, but need not all be kept at the same office: (a) the Articles of Incorporation and Bylaws, (b) records of all meetings of Incorporators, Directors, and Members, and (c) the stock and transfer records containing the names and record addresses of all members.

### **ARTICLE II MEMBERSHIP**

1. **MEMBERSHIP ORGANIZATION.** The Cooperative shall operate on a cooperative basis, with earnings and losses allocated on the basis of patronage and with voting by Members in accordance with the Articles and these Bylaws. The Cooperative has a single class of common voting stock (hereinafter, "Membership Shares"), and holders of Membership Shares are designated hereinafter as Members.
2. **TRANSFER RESTRICTIONS.** No share or interest therein may be sold, assigned, or otherwise transferred, voluntarily or involuntarily, by operation of law or otherwise, except for a transfer to the Cooperative.



3. RECORD OF MEMBERS. The Cooperative shall keep at its office in this state, a record containing the names and addresses of all Members, the number and class of shares held by each, and the dates when they respectively became the Members of record thereof. This record shall be kept in written or electronic form. The Cooperative shall be protected in treating the persons in whose names shares stand on the record of Members as the owners thereof for all purposes.

4. MEMBERS AND MEMBERSHIP SHARES.

2.A. MEMBER ELIGIBILITY. Eligibility for Full Membership shall be limited to individuals that:

1. Meet the procedural requirements for becoming a Member, as determined by policy established by the Board of Directors
2. Submit an application for membership conforming to these by-laws and to cooperative policy as established from time to time;
3. Agree to patronize the Cooperative;
4. Have served as an Associate Member, if required by policy, for a period of time set by Board Policy
5. Commit to abide by the Articles, Bylaws and Policies of the Cooperative, as set by the Board and Membership;
6. Are voted in as a member by a 75% majority of the Board of Directors, under voting terms outlined in the bylaws and cooperative policies
7. Purchase exactly one membership share in the cooperative as well as any additional shares of other classes of stock or capital accounts as may be required by cooperative policy adopted by the Board of Directors.

2.B. NO RIGHT TO MEMBERSHIP. The Board of Directors shall receive all applications for membership and shall act on all applications, exercising its exclusive judgment in the interest of the cooperative. No applicant shall be entitled to membership as a matter of right.

2.C. MEMBERSHIP STANDARDS: The Board of Directors may set standards and requirements for acceptance as a member of the cooperative, and adopt these standards.

2.C.1. ASSOCIATE MEMBERSHIP: The Board of Directors can choose to establish associate members of the cooperative. Associate members are not voting members and do not enjoy the same rights as full members. The rights and responsibilities of associate members will be determined by the Board of Directors and established in cooperative policy from time to time.

2.D. MEMBER TERMINATION: The Board of Directors may terminate the membership of any Member or Associate Member by a majority vote of the Board. Termination results in the



revocation of all rights and responsibilities. Members shall be given the opportunity to present a defense but in any case, the decision of the Board is final. Terminated voting members will have their membership redeemed within a period established by the board. Membership may be terminated under the following circumstances:

1. Voluntary renunciation of membership.
2. Failing to meet work standards, as determined by the Board of Directors.
3. Breach of the bylaws or policies or otherwise acting against the best interest of the cooperative, or if the Board has determined that the member has otherwise violated the terms of membership.
4. *If the member dies*

### **ARTICLE III MEETINGS OF MEMBERS**

1. **ANNUAL MEETING.** The Annual Meeting of Members shall be held in April of each year, except as otherwise determined by the Board of Directors, at a time and location fixed by the Board or by the President. The Annual Meeting shall be held for the purpose of electing the Board, reporting to the membership regarding previous years activities and results, and for any other lawful purposes that are specified by the Board, by the President, or by written application of at least twenty percent 20% of the membership. At the Annual Meeting, the officers of this Cooperative or their representatives must submit reports to the membership which cover the business of the cooperative for the previous fiscal year and must include, at a minimum, a financial report of activity and financial condition at year end, membership report, customer report and report of any legal actions pending or present regarding the cooperative.

2. **SPECIAL MEETINGS:** Special meetings of the members of this Cooperative shall be held at the place specified in the notice of the meeting. A special meeting may be called by the Board of Directors, or upon the written petition of twenty percent (20%) of the members. Upon such demand from the members, the President shall call a special meeting. The notice of the time, place, and purpose of the special meeting shall be given in accordance with the notice requirements for Annual Meetings, and shall be issued within ten (10) days after presentation of the petition. The meeting shall be held within thirty (30) days from the date of the presentation of the petition. No business shall be considered at a special meeting except as mentioned in the notice of the meeting. Quorum at special meetings shall be the same as at Annual Meetings.

4. **NOTICE OF MEETINGS.** A written notice of each Annual Meeting or special meeting of Members stating the time, place, and purpose shall be given by the Secretary or by the officer calling the meeting, at least fifteen (15) days before the meeting, to each Member either: (1) in person; (2) by leaving the notice at their residence or usual place of business; (3) by mailing it to their address as shown on the



records of the Cooperative; (4) by email. Notice need not be given to any Member who, before or after the meeting, executes a written waiver of notice that is filed with the records of the meeting. Each Member shall notify the Cooperative of their current mailing address and email address. Notice need be given only to members entitled to vote.

For both special and annual meetings the Cooperative must keep a record of the published notice, date of mailing, and a statement of how the meeting notices were issued which then must be made a part of the record of the meeting.

5. **CONSENT TO ELECTRONIC MEETINGS.** By becoming a Member of the Cooperative, a Member thereby consents to the holding of all meetings via electronic platforms.

6. **QUORUM.** Until the Cooperative reaches 50 members, a majority of 60% of Members, in-person or by proxy, shall be required to constitute a quorum at any meeting of Members. Once the Cooperative reaches 50 or more members, 40% of Members shall constitute a quorum. In cases of a question submitted to a vote by mail, each mailed ballot may be counted toward reaching quorum. An action by the cooperative membership meeting is not valid without an established quorum at the meeting.

7. **VOTING AND PROXIES.** Members shall vote on a one vote per person basis on any matter requiring voting by Members at meetings of Members. Voting by absentee ballot shall be permitted. All such ballots must reach the Secretary of the Board by Mail or delivered in Person by the day previous to the date of the Annual Meeting.

8. **ACTION AT A MEETING.** The President, Chair, or other designee, as determined by the Board of Directors, shall preside at meetings of Members. When a quorum is present at a meeting of Members, a majority of the Members present and entitled to vote shall decide any matter to be voted upon, except if a larger vote is required by law, the Articles, or the Bylaws. A secret ballot is required if requested by any Member present at the meeting. Any decision to sell substantially all of the Cooperative's assets, or to merge, consolidate, or liquidate the Cooperative, shall require the approval of two-thirds of the Members.

9. **ACTION WITHOUT MEETING.** Any action to be taken by Members may be taken without a meeting if all Members entitled to vote on the matter are given written ballots. The Cooperative may distribute ballots electronically. Approval of an action by ballot shall be effective if the number of ballots received by the Cooperative at least equals quorum, and the number of approvals at least equals the number of approvals required at a meeting. Ballots shall be filed with the records of the Cooperative, and shall be treated for all purposes as a vote at a meeting.

#### **ARTICLE IV**

#### **THE BOARD OF DIRECTORS**



1. **POWERS and RESPONSIBILITIES.** The Board of Directors (hereinafter, the "Board") may exercise all the powers of the Cooperative, including the power to issue stock, except as otherwise provided by law, the Articles, or these Bylaws. In the event of a vacancy on the Board, the remaining Directors may exercise the powers of the full Board until the vacancy is filled, except as otherwise provided by law. The responsibility of the Board of Directors is to enact the will of the membership as expressed through votes taken at membership meetings.
2. **ELECTION, TENURE, AND SIZE.** Directors are chosen by Full Members on a one-Member-one-vote basis at the Annual Meeting. The number of Directors shall equal the number of Members, until there are 9 members. After the Cooperative reaches 9 members, the number of Directors shall be between 5 and 9, as determined by the Board. Up to two Directors need not be Members. The term length for each Board Member shall be three years, with staggered terms such that approximately one-third of Directors are elected each year. Directors may not serve more than 2 consecutive terms with the option of re-applying after 1 year.
3. **NOMINATIONS:** Nomination and election process for Member and non-Member Directors shall be determined by the Board of Directors, and will normally include a Nominations process. All voting members in good standing are eligible to run for any position on the Board of Directors. Nominations from the floor will not be taken unless a director position would otherwise be left vacant. A candidate must receive a simple majority of votes to win a position. If no candidate receives a majority, a runoff election shall be held immediately between the two candidates who received the most votes. Contested elections shall use a secret ballot, but uncontested elections may use a voice vote. Newly elected board members take office as of the close of the meeting. The board may institute further policies on elections that are consistent with these bylaws.
- 4.. **VACANCIES.** Any vacancy on the Board may be filled by majority vote of the Board of Directors until the next Annual Meeting at such time the membership shall vote for a candidate to fill the remainder of the term.
5. **REMOVAL.** A Director may at any time be removed from office for cause or without cause by a vote of a majority of the Members. A Director may at any time be removed for cause by a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove the Director.
6. **MEETINGS.** The Board shall meet a minimum of ten (10) times per year at such places and times as the Board may from time to time determine. Special meetings of the Board may be called at any time by the President, or by the Secretary at the request of a majority of the Directors.
7. **NOTICE OF MEETINGS.** Notice of the time, place, and purposes of any meeting of the Board shall be given to each Director by an Officer or by one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone not less than 5 days in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by the Director before or after



the meeting, is filed with the records of the meeting. Attendance at the meeting constitutes acknowledgement of Notice.

8. **QUORUM.** At any meeting of the Board, a majority 75% of the Directors then in office shall constitute a quorum. Directors may participate in a meeting of the Board by means of which all participants can hear each other at the same time, and such participation shall constitute presence at the meeting for purposes of voting and quorum requirements.

9. **ACTION AT A MEETING.** If a quorum is present, the Directors present may take any action on behalf of the Board of Directors, by majority vote, unless a larger number is required by law, the Articles, or these Bylaws, and on a one vote per Director basis.

10. **MAIL BALLOT:** A member absent from a meeting may submit a mail vote or vote by electronic means on any motion, resolution, or amendment to be acted upon at a meeting if a mail or electronic ballot has been specifically authorized by the Board of Directors. The mail or electronic vote must be cast on a ballot that is in a form approved by the Board of Directors, that contains the exact text of the proposed motion, resolution, or amendment, and that is consistent with the requirements of Minnesota law. The ballot shall either be mailed or delivered physically or electronically to this Cooperative, and the Board of Directors shall establish procedures to ensure that the mail or electronic ballot is executed by the member or otherwise authenticated as that of the delegate. If a properly executed or authenticated written or electronic ballot is received by this Cooperative on or before the date of the meeting and prior to the closing of the polls, it shall be counted as the vote of the member, and the member shall be counted as present for quorum.

11. **ACTION BY CONSENT.** Any action by the Board may be taken without a meeting if all Directors then in office consent to the action in writing and the written consents are filed with the records of the Cooperative. Such consent shall be treated as a vote of the Board for all purposes.

12. **COMMITTEES.** The Board may establish committees and may delegate thereto some or all of their powers except as prohibited by the law, the Articles, or these Bylaws. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business. Standing committees would typically include Executive, Finance, Membership, and Governance (including nominations) although any and all of these responsibilities may be carried out by the Board in lieu of a Committee. Committees shall have a charter issued by the Board outlining their membership, responsibilities and term, either standing or ad hoc. Non-members may serve on committees, although a minimum of one board member must serve on each committee.

13. **MEMBER ATTENDANCE at BOARD MEETINGS:** Voting members of the cooperative shall receive notice of board meetings, and shall be permitted to attend as observers (with the exception of portions of the meeting designated by the President to be Executive Session). Minutes of board meetings shall in



all cases be made available to cooperative members at the same time they are made available to board members.

## **ARTICLE V OFFICERS**

1. **ELECTED OFFICERS.** The Officers of the Cooperative shall be the President, Vice President, Treasurer, Secretary. Except as otherwise provided by law, the Articles, or the Bylaws, the term of office of the Officers shall be determined by the Directors.
2. **TENURE.** Any Officer may resign by delivering to any Director their written resignation, effective upon receipt or at some later time specified.
3. **REMOVAL.** The Board may remove any Officers with or without cause. If an Officer is removed for cause, they are entitled to reasonable notice and an opportunity to be heard by the Board.
4. **VACANCIES.** If any office becomes vacant for any reason, the Board may elect a successor or successors, who shall hold office for the unexpired term.
5. **PRESIDENT.** The President shall be the chief executive officer of the Cooperative and, subject to the supervision and direction of the Board, shall have administrative authority and responsibility for the operations of the Cooperative. The President shall call, create the agenda for, and preside over all meetings; shall ensure that the values and decisions of the board are adhered to and enforced; and shall sign membership Articles and have other duties as decided by the Board from time to time. The President shall have such other duties and powers as the Board shall determine from time to time.
6. **VICE PRESIDENT.** The Vice-President shall assist the President, and shall be prepared at all times to perform the President's responsibilities in his or her absence and have other duties as decided by the Board from time to time.
7. **TREASURER.** Subject to the supervision and direction of the Board, the Treasurer shall keep or cause to be kept a full and accurate account of the finances of the Cooperative, which shall be the property of the Cooperative. The Treasurer shall also provide reports on the finances to the membership at each meeting and have other duties as decided by the Board from time to time. If required by the Board, the Treasurer shall give a bond for the faithful performance of their duty.
8. **SECRETARY.** The Secretary shall keep at their office or at the principal office of the Cooperative those documents described in section 4 of Article I of these Bylaws and such other documents as the Board shall determine. The Secretary shall take notes, or cause to have notes taken, at meetings and send them to all members in a timely fashion, and shall ensure that all members are informed on all matters relating to the cooperative, and have other duties as decided by the Board from time to time. In the absence of the Secretary at a meeting, a temporary secretary designated by the person presiding at such meeting shall perform the duties of the Secretary.



**ARTICLE VI**  
**INTERNAL CAPITAL ACCOUNT SYSTEM**

1. INTERNAL CAPITAL ACCOUNTS. The Cooperative shall have a system of Internal Capital Accounts as equity accounts to reflect its net worth, to reflect the allocation of net worth among the Members, and to determine the redemption value of Membership Shares, additional paid-in capital, and Written Notices of Allocation as hereinafter defined. The Internal Capital Accounts consist of Individual Capital Accounts and a Retained Earnings Account. The sum of the balances of the Internal Capital Accounts is the net worth of the Cooperative.

1.A. INDIVIDUAL CAPITAL ACCOUNTS. The Cooperative shall maintain for each Member an Individual Capital Account that reflects the value of the Member's equity in the Cooperative.

(1) The balance in any Individual Capital Account results from and is increased by: (a) the Initial stock purchase requirement, or any other paid-in capital or stock purchase requirements from or on behalf of the Member distinct from this, and (b) the amount of any Written Notices of Allocation issued to the Member.

(2) The balance in any Individual Capital Account is decreased by: (a) any paid-out capital to the Member distinct from the Membership Stock requirement, (b) the redemption, in cash or notes of indebtedness, of a Written Notice of Allocation previously issued to the Member, and (c) losses in accordance with section 2.D.

1.B. INDIVISIBLE RESERVE ACCOUNT. The Cooperative shall maintain an indivisible reserve account (hereinafter, "Indivisible Reserve Account") that reflects the portion of net worth not allocated to Individual Capital Accounts.

(1) The balance in the Indivisible Reserve Account results from and is increased by: (a) that portion of retained earnings not allocated to Individual Capital Accounts, (b) any gifts or grants to the Cooperative, (c) any non-Member Patronage Income, and (d) any Ancillary Income.

(2) The Indivisible Reserve Account balance is decreased by any losses allocated to the Indivisible Reserve Account

(3) The Indivisible Reserv Account may not be distributed to Members, or any other persons or entities, except as described in these Bylaws

2. ALLOCATION OF NET INCOME. The positive or negative Accounting Net Income of the Cooperative shall be allocated annually among the Internal Capital Accounts, after payment of any dividends on capital stock.

2.A. DEFINITIONS. The following definitions shall apply to terms used herein.



(1) "Accounting Net Income" is the book net income for the fiscal year computed in accordance with Generally Accepted Accounting Principles (GAAP).

(2) "Patronage" is determined by the total number of hours worked by Full Members.

(a) "Patronage Income" is that portion of Accounting Net Income resulting from the Patronage of Members, and is calculated by multiplying the Accounting Net Income (minus Ancillary Income and dividends on capital stock) by the ratio of Member Patronage to Patronage.

(b) "Non-member Patronage Income" is that portion of Accounting Net Income resulting from the Patronage of non-members.

(c) "Ancillary Income" is that portion of Accounting Net Income resulting from transactions that do not facilitate the primary business of the Cooperative and do not result from Member Patronage. Ancillary Income includes, but is not limited to, appreciation on any real property owned by the Cooperative.

(3) "Patronage Dividend" is the positive amount of Patronage Income allocated to the Members in proportion to their relative Patronage during the fiscal year and may consist of any combination of cash and Written Notices of Allocation.

(4) "Written Notice of Allocation" is the Articles issued to each Member specifying the amount, if any, of the Patronage Dividend allocated to the Member and retained by the Cooperative

2.B. PATRONAGE ALLOCATIONS. Patronage Income, after reductions in accordance with section 2.C shall be allocated as Patronage Dividends to the Members on the basis of their relative Patronage within 8 1/2 months after the end of the fiscal year.

(1) In any proportions determined by the Board of Directors, Patronage Dividends may be paid in cash, in Qualified Written Notices of Allocation, or in Non-qualified Written Notices of Allocation as defined in Subchapter T of the Federal Internal Revenue Code of 1986, as amended from time to time (hereinafter, "Subchapter T").

(2) The amount of any Written Notice of Allocation issued to a Member shall be credited to the Member's Individual Capital Account and the amount thus retained by the Cooperative may be used for any and all corporate purposes. Written Notices of Allocation are non-transferable unless otherwise approved by the Board of Directors.

(3) By becoming a Member of the Cooperative, each Member shall be deemed to have consented to include in their taxable income the amount of any Qualified Written Notices of Allocation and to pay tax thereon in accordance with Subchapter T.



(4) The Cooperative shall issue annually to each Member an Individual Capital Account Statement that discloses their account balance and any changes since the previous Statement.

2.C. INDIVISIBLE RESERVE ALLOCATIONS. Annually the Board of Directors shall make allocations to the Indivisible Reserve Account (hereinafter called "Indivisible Reserve Allocations"). Indivisible Reserve Allocations shall be from: (1) Ancillary Income and Non-member Patronage Income and (2) in accordance with business purposes, a target percentage of Patronage Net Income as determined by the Board of Directors on the basis of stated business purposes and needs.

2.D. LOSSES. If the Cooperative incurs a net loss in any fiscal year, such net loss shall be charged against the balances in the Internal Capital Accounts and the balance of the Indivisible Reserve Account in a proportion determined by the Board of Directors.

3. CAPITAL DISTRIBUTIONS TO MEMBERS. Membership Shares and Written Notices of Allocation shall be redeemed by the Cooperative in accordance with this section.

3.A. REDEMPTION OF WRITTEN NOTICES OF ALLOCATION. All Written Notices of Allocation credited to a Member's Individual Capital Account shall be redeemed by the Cooperative in accordance with their terms, procedures and timeline as determined by the Board of Directors. Written Notices of Allocation nor purchase of additional shares of capital stock does not bring additional privileges or benefits. The value of capital stock shall appreciate at a rate no greater than the annual rate of inflation, such determination to be made by the Board annually at the close of the fiscal year.

3.B. REDEMPTION OF MEMBERSHIP SHARES. Upon termination of Membership in accordance with the Bylaws, the Membership Share held by the terminated Member shall be transferred to the Cooperative for the consideration defined herein.

(1) After year-end adjustments, the Member's Individual Capital Account balance other than Written Notices of Allocation shall be paid to the terminated Member as consideration for the Membership Share in cash, promissory notes, or other property as determined by the Board of Directors.

(2) If there is no positive balance in the terminated Member's Individual Capital Account other than Written Notices of Allocation, then the Membership Share shall be returned to the Cooperative for no consideration.

## **ARTICLE VII AMENDMENTS**

1. BY MEMBERS. The Members shall have the power to make, amend, or repeal these Bylaws by a 75% vote of the Members present at a meeting of Members, whether in person or by mail ballot



provided that the quorum requirements are satisfied, except as otherwise provided by law, the Articles, or these Bylaws.

1.A. The notice for such a meeting must indicate that a change in the Bylaws was to be considered as well as the specific language being proposed for the amendment.

## **ARTICLE VIII DISSOLUTION**

1. **VOTE BY MEMBERS.** Dissolution, liquidation or sale of all of the assets of the Cooperative requires an affirmative vote by 75% of the Full Membership. The vote must be held at a member meeting, properly called with due notice and where a quorum of members is participating. A proposal outlining the arguments both for and against the proposal must be supplied to members by the Board prior the vote, and such proposal must include detailed financial information.
1. **REVOCATION of a VOTE for DISSOLUTION:** Even after an affirmative vote by the members to dissolve a Cooperative, members are specifically given the right in statute to subsequently revoke the dissolution (Minn. Stat. §308A.911, subd. 3; Minn. Stat. §308A.921, subd. 2), keep the cooperative in place, remove the existing directors and fill the vacancies on the board with new board members committed to keep the co-op going. Revocation of dissolution proceedings requires a simple majority of co-op members.
1. **MINIMUM MEMBERSHIP:** The number of members of the cooperative shall not be less than five. If the number of members remains less than this limit for one year, the cooperative shall be dissolved.
4. **DISSOLUTION DISTRIBUTIONS.** Upon liquidation, dissolution, or sale of all the assets of the Cooperative, any assets left after payment of all debts and Individual Capital Account balances shall be distributed to a nonprofit or cooperative promoting the issue of language justice. No such funds shall go to members or to former members.

## **ARTICLE IX INDEMNIFICATION**

1. **INDEMNIFICATION.** The Cooperative shall indemnify and hold harmless each person who serves or has served in the past as an Officer or Director of the Cooperative, or in any capacity with respect to an employee benefit plan of the Cooperative, against all liabilities and expenses incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding (whether civil or criminal) in which he or she may be involved, while in office or thereafter, by reason of having been such



an Officer or Director; except with respect to any matter as to which he or she shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Cooperative, or with respect to any matter as to which he or she shall agree or be ordered by any court of competent jurisdiction to make payment to the Cooperative. This indemnification shall be in addition to any other right which any such person may have or obtain and shall inure to the benefit of the heirs of any such person.

2. **INSURANCE.** The Cooperative may purchase insurance to cover any liability or expense reasonably incurred by employees, Members, Officers, or Directors by reason of their having acted in such positions.

## **ARTICLE X MEMBERSHIP IN A BUSINESS ASSOCIATION**

1. **BUSINESS ASSOCIATION.** The Cooperative shall be a member in good standing of an association of cooperative businesses.

## **ARTICLE XI OPERATING POLICIES**

1. **OPERATING RULES.** The Members or the Board may establish written policies, separate from these Bylaws. These Operating Policies may be added to, amended, or repealed at any meeting of the Members or the Board. The Operating Policies shall be binding on all Members and Directors, unless inconsistent with the law, the Articles, these Bylaws, shareholder agreements, or other applicable written agreements. The Secretary shall maintain a current copy of the Operating Policies, and a copy shall be given to every new member upon joining and shall be distributed to the Full Membership periodically, as significant updates are implemented.