

Bar Milton-Parc Solidarity Cooperative Bylaws

Enacted November 14, 2022

Amended May 6th, 2024

Amended June 2nd, 2025

Vision

Uniting diverse backgrounds and building intergenerational connections for a flourishing community. BMP serves as a sustainable and reliable community-centered space with robust partnerships between a wide range of individuals and organizations from Montreal's social and cultural movements. Through our programming and cooperative structure, Coop BMP is a model for democratic participation and production. BMP envisions a zero hunger future for Milton-Parc by serving as a central hub for food justice and its solidarity meal program.

Mission

We are a solidarity cooperative with operations led by worker members who self-organize to better serve our community. Rooted in mutual support and collective care, we aim to provide inclusive and accessible service, ethical employment and affordable food and drink options. Our space functions as a multipurpose hub for cultural events and community gatherings, where our mission comes to life through active collaboration with our membership and larger community. As an intersectional and intergenerational co-op, we strive to reflect the evolving values, voices and needs of the many communities we serve.

Values

Removal of Barriers

- To food access: We work to affirm our commitment to keeping our community (including neighbours, friends, and even strangers) safe and well fed
- To community action and connection: By serving as a community and organizing hub, we make it easier for people to get involved and support one another.

People over Profit

- Fair employment: We invest in worker self-organization and reject exploitative industry norms by creating rewarding, democratic jobs.
- Community reinvestment: Prices are kept as low as possible, covering only operational and solidarity program costs.

Community Empowerment

- Acting as a stage for action: We offer our space as a launching pad for organizers and community initiatives.
- Solidarity in practice: We offer solidarity pricing for aligned groups and support member-led organizing inside and outside BMP.

Community Engagement

- Transparency and accessibility: We strive for clear, navigable internal processes and welcome curiosity from within and beyond our membership.
- Inclusive programming: Our events reflect the diversity of our membership, with offerings like BIPOC open nights and intergenerational meetups to ensure everyone feels welcome.

Chapter 1: Definitions

1.1 Definitions

In this document, these expressions and terms designate:

- A. **The Act:** The Cooperatives Act (R.S.Q. Chapter C-67.2)
- B. **Auxiliary Member:** An employee of the Coop during their probationary period before becoming a worker member or a person who has not purchased their qualifying shares.
- C. **The Board:** The Coop's board of directors
- D. **The Coop:** Bar Milton-Parc Solidarity Cooperative
- E. **Long Term Vacation:** Any vacation that surpasses a two (2) month leave of absence from the Coop
- F. **Member:** A Worker, User or Support member
- G. **Preferred Shareholder:** An investor of the cooperative with no member's rights or responsibilities
- H. **Surplus:** The earnings of the Coop after interest, taxes and depreciation
- I. **Support Member:** A person or organization that has an economic, social or cultural interest in the Coop
- J. **Worker Member:** A person who is employed by the cooperative who has completed their four (4) month probation as an auxiliary member
- K. **User Member:** A user of the products and services of the Coop

Formation of the cooperative

This co-op was formed 2017-06-26, under the name of Beigne Oui, Coopérative de solidarité under the Cooperatives Act, L.R.Q., Chap.c-67.2.

Chapter 2: Capital Stock

The capital stock of the Coop is variable and consists of common shares and preferred shares.

2.1 Qualification Shares

In order to become a member of the Coop any person or organization must subscribe to the following qualification shares which correspond to their membership category.

Category:	Amount:
Worker Member	\$ 100
User Member	\$ 20
Support Member	\$ 200

2.2 Preferred Shares

Preferred shares can be issued to members or investors from outside the Coop upon approval from the Board of Directors. Non-member shareholders are held accountable to section 49 of the Act. The shareholder will be issued a certificate indicating the value, conditions, method of payment, and interest return on their investment

2.3 Methods of Payments

At the moment of admission as a Member, payment for the appropriate qualifying shares is due. Worker Members can opt to have a percentage reduced from their hourly wage until the share has been paid in full within one (1) year.

2.4 Transfer of Shares

Social shares and preferred shares are non-transferable.

2.5 Refund of Shares

All social shares and preferred shares are refundable if approved by the Board. Under Section 38 of the Act, the Board is unable to refund any type of share if it will jeopardize the financial sustainability of the Coop. The refund of shares are generally given according to the following priorities:

- a) Death of a member
- b) Resignation
- c) Expulsion

Chapter 3: Members

All members must comply with the bylaws and Article 51 of the Act.

3.1 Auxiliary Members

Auxiliary members are an employee of the Coop during their probationary period before becoming a worker member. Auxiliary members do not have a right to vote, but may attend general assemblies and annual general meetings. Auxiliary members have the following benefits in accordance with their shareholding

- a) Above five (5) hours worked, receive fourteen (14) dollars worth of full price menu items per shift. Below five (5) hours worked, receive seven (7) dollars worth of full price menu items per shift.
- b) A 15% discount off eligible menu items

3.2 Conditions of Admission as a Worker Member

- a) Must be a person contributing to the growth and livelihood of the Coop
- b) Pay the minimum amount stipulated in Section 2.1 of the bylaws and in accordance with Section 2.2
- c) Must complete a three (3) month probationary period or has worked the requisite 100 hrs as an auxiliary member before becoming a worker member
- d) Worker members receive their choice of hours before Auxiliary Member
- e) Approval from a worker-member led committee appointed by the board of directors

3.2.1 Benefits for Worker Members

Qualified worker members receive the following benefits.

- a) Above five (5) hours worked, receive fourteen (14) dollars worth of menu items.
- b) Below five (5) hours worked, receive seven (7) dollars worth of menu items.
- c) A 30% discount off eligible menu items

3.2.2 Rights and Responsibilities of Worker Members

- a) Worker Members have the right to vote and participate in special meetings and annual general meetings.

3.3 Conditions of Admission as a User Member

- a) A person who has an economic, social or cultural interest in the mandate of the Coop.
- b) User members must have paid their share in order to have the opportunity to hold

office, vote and participate in committees.

3.3.1 Benefits for User Members

User members have the following benefits in accordance to their shareholding:

- a) A 10% discount off eligible menu items

3.3.2 Rights and Responsibilities of User Members

- a) User members have the right to attend meetings, hold office and participate in committees.
- b) Qualified user members holding office have the same responsibilities as worker members.

3.4 Conditions of Admission as a Support Member

- a) A person or group which has an economic, social or cultural interest in the mandate of the Coop.
- b) Support members must have paid their shares in order to have the opportunity to hold office, vote and participate in committees.

3.4.1 Benefits for Support Members

Support members have the following benefits in accordance to their shareholding:

- a) A 10% discount off eligible menu items
- b) Support Members have priority event booking, outlined further in the Membership Policy

3.4.2 Rights and Responsibilities of Support Members

- a) Support members have the right to attend meetings, hold office and are encouraged to participate in at least one committee.
- b) Qualified support members holding office have the same responsibilities as worker members.

3.5 Expulsion of Member

The Board is authorized to expel a member under any of the following conditions:

- a) If they are no longer participating, within their capacity, in any of the activities of the Coop
- b) If they do not comply within the spirit of the Bylaws
- c) If they have not paid their qualifying shares within a year

Within fifteen (15) days of the Board's decision, the secretary of the Board must deliver a written statement explaining the grounds for the member's expulsion and the date in which it is effective. The member may oppose their expulsion at the next general

assembly. If two thirds of the voting members agree with the opposition, then the member may be reinstated.

Chapter 4: Meeting of Members

4.1 Annual General Meetings

Annual General Meetings will take place at a location and on a date decided upon by the Board. The notice will be given by email and issued via public platform (*e.g. social media, public announcement board, inside the establishment, etc.*) at least fourteen (14) days before the date of the meeting.

Annual General Meetings will be held within six (6) months from the end of the fiscal year. The attendance of a minimum of two (2) of the Board Members is mandatory for the annual meeting to take place. The agenda of the annual meeting requires the following, but not limited to:

- a) Present the annual report
- b) Elect new board of directors
- c) Appoint the auditor
- d) Make any decisions reserved for the meeting
- e) Negotiations for the allocation of surplus
- f) Negotiation of wages and prices
- g) Have a question period on any matter about the practices of the Coop

4.2 Special General Meetings:

The Board may call for a special assembly, or a special assembly may be called if at least a quarter (25%) of the total number of members send a requisition to the Board. The requisition must specify the matters to be put on the agenda for the assembly. Nothing may be considered during a special assembly except for the matters brought forward with the requisition. The secretary must announce the assembly within fourteen (14) days upon receiving the requisition.

4.3 Voting method:

During meetings and assemblies a two thirds majority is required for a motion to pass. Members must raise their hand to vote unless stated otherwise.

4.4 Quorum:

Quorum for any meeting or assembly is 30 members or 20% of membership, the lesser of the two.

4.5 Proxy:

Voting by proxy is not permitted for any meeting or assembly.

Chapter 5: Committees

The committees are open to the participation of all members. Each committee must have at least one (1) worker member and one (1) director from the board.

Finance Committee

- Financial Coordinator must sit on this committee
- Treasurer must sit on this committee
- To review the methods of the Finance Coordinator
- To assist the financial coordinator in creating budgets
- To review the weekly bookkeeping of the financial coordinator
- To ensure transparency standards and the Board of Directors directions are being implemented

Human Resource Committee

- Responsible for evolving existing practices and creating policies for inclusivity and fairness.
- Responsible for implementing conflict resolution methods when necessary
- Ensuring the safe(r) space policies are being practiced within the space
- To review incidents and accidents which concern members of the coop
- Must have a delegate who communicates with the board prior to and during board meetings when necessary

Community Planning Committee

- Responsible for planning community events (such as music, workshops, etc)
- Responsible for approving support member private events within the financial mandate
- Responsible for submitting budgets for the approval of the Finance Committee
- Must have a delegate who communicates with the board prior to and during board meetings when necessary

Communications Committee

- Responsible for creating regular social media content
- Delegating social media tasks within the group
- Responsible for presenting a consistent media image aligned with our brand
- To create promotions
- Must communicate with financial coordinator and propose budgets
- Must have a delegate who communicates with the board prior to and during board meetings when necessary

Adhoc Committee

An adhoc committee may be implemented upon request of the coop's community (i.e. worker, user, support members) once passed by the Board of Directors.

Chapter 6: Board of Directors

Each Director elected to the Board is expected to sign the statement of covenants before making any decisions. Under Article 89 of the Act, the Board has all the powers necessary to manage the affairs of the cooperative.

6.1 Eligibility for membership of Board of Director:

To be eligible as a director, a member must have paid their associated qualifying shares.

6.2 Composition of the Board of Directors:

The Board will be composed of at least four(4) worker members, one (1) support member and two (2) user members. The Board of Directors shall strive to have a simple majority of worker members.

6.3 Resignation of a Director:

If a Director is absent without excuse from regularly scheduled board meetings more than three (3) times in a year, or misses three (3) consecutive board meetings, then the Board may ask them to resign.

6.4 Quorum:

Quorum for board of directors' meetings is 60% of the total number of directors.

6.5 Voting method:

The Board will operate with a consensus based decision making model. This means that each member has the power to vote yes, no or abstain. The motion is not passed until all the members vote either yes or abstain. If the Board cannot come to a decision after the third time it has been brought to the table, majority rules principle applies. In the case of a tie the President has the casting vote as in accordance with Article 72 of the law. Quorum for board of directors' meetings is 60% of the total number of directors.

Chapter 6.6: Powers and duties of Board of Directors

After the election of the Board members, the new board of directors shall appoint the officer roles who will act as the Chair, Vice-Chair, Secretary, and Treasurer.

6.6.1 Chair:

- a) Facilitate or delegate the role of facilitator for general meetings and board meetings.

- b) Ensure that the bylaws are complied with by all members.
- c) Represent the cooperative in its dealings with the outside world.
- d) In the final quarter of each fiscal year, the President must oversee the preparation of the annual report prescribed under the Act.
- e) Authorize any activities required for the functioning of the Board of Directors as prescribed by the law.

6.6.2 Vice-Chair

- a) Assist the chair (or facilitator) with general meetings and board meetings.
- b) Fill in for the chair in their absence.
- c) Present the annual report to attendees at the AGM.
- d) Authorize any activities required for the functioning of the Board of Directors as prescribed by the law.

6.6.3 Secretary:

- a) Take minutes or assign a minute-taker for the general meetings and board meetings.
- b) Safekeep and maintain the cooperative's share registry and archives.
- c) Forward the notices for the general meetings and board meetings.
- d) Sign any necessary documents as prescribed by the law.

6.6.4 Treasurer:

- a) On a quarterly basis, oversee the integrity of the bookkeeping and accounting in coordination with the Financial Coordinator.
- b) Coordinate the timely preparation of the auditors report.

Chapter 7: Activities

7.1 Surplus Distribution:

In the case of a surplus, the Board must prioritize the payment of debts.. The Board must allocate 25% of the total surplus to the Coop's reserve until at least \$25,000 is allocated to the reserve. The interest to preferred shareholders is prioritized before redistribution in any other form. The Board is responsible for establishing the scale of redistribution according to the following options:

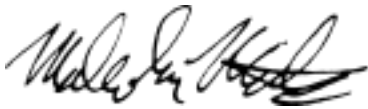
- a) Reinvestment into the infrastructure of the Coop.
- b) Remuneration for co-founders and worker members will be distributed pro-rata in accordance to the amount of hours each person has contributed. The hours accumulated as an auxiliary member contribute to worker member remuneration.
- c) Remuneration for preferred shareholders is to be prioritized according to the date the contract was signed: the oldest contracts receive priority. A maximum of 25% of the annual fiscal surplus may be allocated to preferred shareholders.

- d) Remuneration for user members can be distributed in accordance to the number of shares a member holds. A maximum of 25% of the annual fiscal surplus may be allocated to user members.
- e) Any other redistribution opportunities the Board deems appropriate.

7.3 Fiscal year:

To be determined by the Board of Directors and ratified at the first Annual General Meeting after the first year of operations.

7.4 Effective date of bylaws:

A handwritten signature in black ink, appearing to read 'Malcolm McClinock', written in a cursive style.

Secretary: Malcolm McClinock

Date: November 14, 2022