

MINUTES

Weavers Way Cooperative Association

Spring General Membership Meeting

Saturday May 17, 2008 at 6:30 pm

Summit Presbyterian Church

Vice President Nancy Weinman called the meeting of the Weavers Way General Membership to order at 6:30 pm on Saturday, May 17th, 2008 at the Summit Presbyterian Church Fellowship Hall, Greene and Westview Streets, Philadelphia. Nancy announced that a quorum was met and thanked everyone for attending the meeting. Nancy expressed appreciation to the band, the staff, members and vendors who provided help, food, and entertainment for the meeting and to Summit Church for the use of meeting space over the years.

Approval of Minutes from Fall 2007 General Membership Meeting

The minutes of the Fall 2007 General Membership Meeting were approved as written.

Jules Timerman Tribute

Norman Weiss gave a brief tribute to Jules Timerman, the founder of Weavers Way, who passed away on April 3, 2008. To honor Jules, Norman announced that a bench with the inscription: "In loving memory of Jules Timerman whose hard work, tenacity and vision made Weavers Way a reality and in doing so enriched our lives and our community" would be placed in front of the store.

Proposed By-Law Changes

Nancy Weinman gave a summary of the proposed By-law changes and the Board's reasons for proposing the changes as set forth in the May 2008 Shuttle. A copy of the proposed changes as they appeared in the May 2008 Shuttle is attached to these minutes as Exhibit A for reference. The reasons for each change is explained in italicized text. Each proposal was discussed before it was a voted upon by the members.

Vote #1. Voting by Ballot

Nancy explained that the Board was recommending that (1) Article IV, Section 6d be added to the By-laws to create a mechanism for membership voting by ballot and (2) Section 7 of Article VIII of the By-laws be revised to extend voting by ballot to votes on By-law amendments, so that members who are unable to attend a membership meeting in person would have an opportunity to have a voice in the election of directors and, as authorized by the board, to other issues brought to the members for a vote, including amendments to the By-laws.

Outcome: The motion to amend the By-laws to add Article IV, Section 6d and to revise Section VIII of the By-laws as set forth in Exhibit A to these minutes was approved by the members.

.Vote #2. Board Size and Election of Directors

Nancy explained the Board was proposing the following revisions to Article V of the By-laws: (1) revisions to Sections 1 of Article V to clarify the rules that will apply to the voting for directors by ballot; (2) revisions to Sections 2 and 3 of Article V to describe more clearly how the dedicated slot on the board for the immediate past president will be handled if the immediate past president is unwilling or unable to serve on the board and to eliminate dedicated seats on the board for staff members so that staff members running for Board seats will be treated the same as other members of the Co-op, and (3) revisions to Section 3 to extend the term of directors from two to three years.

One member questioned whether the proposed changes relating to staff representation on the board was disrespectful of the traditional role played by staff on the board. In response, the current staff members explained that they would prefer to be considered for board seats on the same basis as other members.

At least one member urged the members to vote against this proposed change. One member urged members to support this change as a vote of confidence in the board that has worked diligently to consider the pros and cons of the proposals.

Outcome: The motion to amend Sections 1 through 4 of Article V of the By-laws as set forth in Exhibit A to these minutes was approved by the members.

Vote #3. Executive Session

Nancy explained that the Board was recommending that Article VI, Section 11 (permitting the Board to go into executive session for the purpose of discussing confidential and sensitive matters) be added to the Bylaws.

Outcome: The motion to add Article VI, Section 11 to the By-laws as set forth in Exhibit A to these minutes was approved by the members.

Vote #4. Other Changes

Nancy explained that the Board was proposing a series of other changes to the By-laws, as set forth in the May 2008 Shuttle, to clarify the intent of the By-laws as adopted including proposals (1) to delete language from the By-laws that is no longer applicable, (2) to eliminate the use of the antiquated Robert's Rules of Order in conducting meetings, (3) to permit legally emancipated minors to be members, and (4) to make the By-laws internally consistent and better organized.

Outcome: All the other changes to the By-laws proposed to clarify the intent of the By-laws as adopted, as set forth in Exhibit A to these minutes, were approved by the members.

President's Report

Board president, Stu Katz, expressed appreciation to Weavers Way staff, committee chairs and board members, and Vice-President Nancy Weinman for their hard work on working on the By-laws and putting the proposed changes into a format that allowed for orderly discussion and debate. Stu reported that during his tenure as president, he attempted to minimize the amount of time we devote to day to day matters while focusing on long-range issues and policy issues. In the last year, the board spent a good deal of time exploring how to work with existing community organizations and to expand the co-op model without undue risk to the coop's sustainability. Stu stated the process of sharing our hard-learned experience with groups like the Ogontz Revitalization Corporation, Elkins Park, Chestnut Hill, and East Falls communities has been quite remarkable and invigorating. He commended the staff and managers for all their hard and wonderful work. He also thanked all of the committee Chairs and members for the efforts they have made to bring Weavers Way missions and values into a reality that people feel and know. Finally, he thanked the Weavers Way Board for all efforts to represent the members and to assure that the Co-op is successful in everyway possible. Stu stressed that in his tenure as a board member he has come to appreciate that within the co-op model is an idea of local control and an alternative economic model that has within it the seeds of the ability to change the world. As this organization grows and changes, he urged members to think about this and look at risk and reward within that context.

General Manager's Report

Jonathan McGoran and Rick Spalek delivered a PowerPoint presentation about Weavers Way's Emerging Role in the Community. The presentation summarized and explained our expansion efforts in a number of areas, and how these efforts served to further Weavers Way's stated Ends. Included in the presentation were efforts to purchase the Kurtz building, opening of the Weavers Way Ogontz store, efforts to help other new co-ops get off the ground, and our commitment to buying locally. WWCP executive Director Rachel Milenbach also spoke about WWCP programs, and David Siller gave an overview of what is happening at the Weavers Way Farm, including expansion of production and education, and the creation of the Seeds for Learning Farm at Martin Luther King High School.

Board Election Results

Sylvia Carter announced the board election results as follows: Nancy Weinman; Bob Noble, Sue Wasserkrug and Dave Tukey (staff representative) were elected to two year terms. Chris Hill was elected to a one year term.

The meeting adjourned at approximately 8:45 pm.

PROPOSED CHANGES TO THE
By-laws of the Weavers Way Cooperative Association

A Non-Profit Cooperative Association Organized Under The Pennsylvania Cooperative Corporation Law of 1988

CHANGES WILL BE VOTED ON AT THE SPRING GENERAL MEMBERSHIP MEETING, MAY 17, 2008

Article I - Purposes

The purpose of the Weavers Way Cooperative Association (the "Co-op") is ...

Clarifies that Weavers Way Cooperative Association will be referred to as the Co-op throughout the By-laws, as change in meeting

Article II - Offices

The principal office of The Weavers Way Cooperative Association (hereinafter referred to as "The Co-op") shall be 559 Carpenter Lane, Philadelphia, Pennsylvania 19119. ...

Change for consistency of words, as change in meeting

Article III - Membership

1. Classes of Membership

a. Regular Membership - A household may apply for a single, regular membership to be held in the names of all persons in the household who are at least eighteen (18) years old or are legally emancipated minors. As used in these By-laws, regular membership shall mean a household unit of one or more persons who are eighteen (18) years or older or are legally emancipated minors. Household shall mean a group of persons residing at the same address who live together as a unit. As used in these By-laws, "Members" shall refer to those households who are regular members of the Co-op.

for legal clarification, does not change meeting or intent. Note the definition of a Member.

b. Associate Membership - ... Associate members shall be eligible for all non-shopping services available to members of the Co-op, and shall receive all Co-op publications. Persons in the household of an Associate member shall not be entitled to serve on the Board of Directors of held-office in the Co-op, vote at membership meetings or on any matters submitted to the Members for a vote, ship in the Co-op as a Member or contribute capital to the Co-op. Further, persons in the household of an associate member shall have no orientation obligation and no work obligation. ...

for clarification, does not change meeting or intent.

2. Membership Requirements - The members of the Co-op shall consist only of those households which have met the following requirements: payment in full of the minimum annual regular membership capital contribution established by the Co-op; completion of, or being in the process of completing, the work requirement established by the Co-op; and satisfaction of any other requirements established by the Members from time to time. Any household that meets these requirements shall be considered a Member in good standing for purposes of these By-laws.

Clarification, as change in meeting or intent.

3. Orientation - [No change]

4. Records - The Co-op shall maintain records shall be kept showing the names, addresses, phone numbers and date of membership for each member and associate member, including all persons in a household.

Clarification, as change in meeting or intent.

5. Work Requirement - The Co-op, by vote of the members present and voting at a regular or

special meeting of members may impose an annual work requirement.

Clarification, as change in meeting or intent.

6. Voluntary Termination of Membership - A member may, at any time, terminate membership in the Co-op by submitting to a person designated by the Board of Directors a written statement stating that the member wishes to terminate its membership. Such statement shall be signed by the member or where applicable, all persons in the household of the Member. Voluntary termination shall not affect the terminating member's existing liabilities to the Co-op. The member's regular capital shall, upon written request, be returned to any person in the household of the Member in cash subject to deductions for debts owed by the Member to the Co-op.

Clarification, as change in meeting or intent. The Member household is considered one entity with any one person in the household vote as equal as another.

7. Leaves of Absence - Leaves of absence may be granted to Members for periods not to exceed one year. During the leave of absence the member shall be relieved from any annual work requirement, but shall not be relieved of any requirements related to payment of capital. The member shall retain its/her right to vote during the leave, but no person in the household of the Member shall have the right to shop as a Member in the Co-op.

Clarification, as change in meeting or intent.

8. Transfer of Membership - [No change]

9. Death of a Member - Upon the death of the last or only person included in a membership, the membership shall immediately terminate. Upon written request, the Co-op shall return the terminated Member's regular capital to the person designated as "beneficiary" on the Co-op's records. If no such request is made within two years after the member's death of the last person in the household, all of the member's capital shall be forfeited and transferred to the reserve capital account.

Clarification, as change in meeting or intent.

10. Suspension or Expulsion - The Board of Directors may suspend or expel any member for cause. A member proposed for suspension or expulsion shall be given reasonable notice of the pending action. The Board shall be authorized to prescribe procedures under which the proposed suspension or expulsion shall be considered. The member shall have the right to appeal the suspension or expulsion to the membership at the next regularly scheduled membership meeting. Suspension or expulsion of a member shall not affect that member's existing liabilities to the Co-op. If a member is expelled, the member's regular capital shall be returned to the Member, subject to deductions for debts owed by the Member to the Co-op.

Clarification, as change in meeting or intent.

11. Limits on Members - [No change]

Article IV - Meetings of Members

1. Semi-annual Meetings - Regular meetings of the members shall be held, ...

2. Special Meetings - Special meetings of the members may be called by a resolution of the Board of Directors, or by a petition signed by at least one-tenth of the members entitled to vote, stating the purpose of the requested meeting and delivered to the Secretary. ... If the Secretary fails to call the meeting and issue notice of it within seven days after receipt of the petition, the petitioning members may issue the notice. ...

3. Notice of Meetings - The Secretary shall mail a written notice of each meeting of the members, setting forth the date, time, place and nature of the business of the meeting, to each member at the member's last known address, not less than twenty days before the date of the meeting. Such notice shall be deemed delivered if deposited in the United States mail with at least third-class postage affixed and addressed to the latest address provided by the member. The notice shall also be conspicuously posted at the Co-op.

4. Agenda - The agenda for the membership meeting shall be set forth in the notice of meeting. ... Any member may request that an item be placed on the agenda of a membership meeting by submitting to the Board a petition of ten (10) voting members, which shall be delivered to the Board within sufficient time for the issue to be publicized in the notice of the membership meeting sent to members.

5. Quorum - A number of Members (i.e., households) members equivalent to either five percent (5%) of the members or fifty (50) members, whichever is less, shall constitute a quorum at any meeting of members. The members present at a properly organized meeting may continue to do business, despite the withdrawal from the meeting of enough members to leave less than a quorum, if a meeting of members. ...

Does not apply for clarification, as change in meeting or intent.

6. Voting - The Board shall direct the General Manager or Membership Chairperson shall review or cause to have reviewed the membership records prior to each meeting of the members and shall determine that they contain the names of members in good standing and entitled to vote. A list of such members or other similar records shall be produced and kept open at the time and place of such meeting. Listing in the membership records shall be prima facie evidence of a member's eligibility to vote.

Clarification, the board as a whole should be the responsible party rather than the Membership Chair.

b. [No change]
c. All questions brought before the meeting shall be determined by the votes of a majority of the members present in person and entitled to vote, except as otherwise provided by statute or these By-laws.

d. Voting by Ballot - All voting for Directors shall be by ballot in accordance with Article V of these By-laws. In addition, the Board may authorize voting by ballot on any other issue that properly may be brought to the Members for a vote, including but not limited to any proposal to amend these By-laws. Whenever voting is conducted by ballot, the following rules shall apply: (1) All votes shall be submitted by ballot and no

voice votes will be counted; (2) the form of the ballot shall be prescribed by the Board; (3) a copy of the proposal or ballot to be voted upon and the date and time by which the ballot must be received by the Co-op in order to be counted (the "Ballot Due Date") shall be published in the Co-op newsletter or another publication mailed to Members no less than 30 days nor more than 60 days before the Ballot Due Date and shall be posted in a conspicuous place in each Co-op store and on the Co-op's website throughout the 30 days immediately preceding the Ballot Due Date; (4) the Ballot Due Date shall not be later than the adjournment of the meeting at which the issue described in the ballot is being considered; and (5) the ballot shall set forth the instructions for returning the ballots, which shall include as one option depositing the ballot in a ballot box located in any Co-op store. Each Member household shall be limited to submitting one ballot on each voting occasion. To be counted, ballots must be received by the Board Due Date, must be returned in accordance with the instructions on the ballot, and must meet certification standards set by the Board to ensure confidentiality, authenticity, and validity. Three persons designated by the Board shall count the ballots in a manner designed to preserve the confidentiality of the Member's vote. The vote shall not be considered an act of the Members unless at least 75 ballots are received by the Co-op.

Action that is a new action, in an effort to provide a more fair and open vote in the membership when a vote of the membership is needed, the board decided to change the way voting process in some circumstances from voice/vote count vote to paper ballots. After reviewing other local cooperative processes and deliberations, we propose as addition of the section that the addition will provide an opportunity for members who are not able to attend a meeting in person to make their choice on a topic or issue known. It also allows a written record of the topic for a member to better weigh options and have time to think and deliberate on the issue at hand before open debate and vote. The board recommends the adoption of it in the Weavers Way By-laws.

7. Conduct of Meetings - Meetings of members shall be governed by Robert's Rules of Order or The Modern Rules of Order, as determined by the presiding officer prior to commencement of the meeting. ... The regular meetings of members shall include the following matters:
a. Recording the names of members present;
b. Reading and action on minutes of previous meeting of members; ...

9. Referendum on Acts of Directors - Any action taken by the Board of Directors shall be referred to the members for approval or disapproval if demanded by petition of at least ten percent (10%) of the members delivered to the Secretary within sixty (60) days after the date that the action is authorized by the Board of Directors. Such matters shall be approved or disapproved by the members at the next regular meeting. ... Rights of third parties which vest between the time that the action is authorized by the Board of Directors and the time that the petition is received or the referendum is held shall not be impaired by a vote of the members.

Clarification, as change in meeting or intent.

Article V - Directors and Officers

1. Election of Directors - The election of Directors shall take place at the Spring membership meeting. The Board shall provide for voting by absentee ballot for election of Directors, subject to these limitations:

a. At least twenty (20) days advance notice shall be given to members, by direct mail or in a publication generally distributed to all members and also posted in the principal place of business of the Co-op.

b. There shall be opportunity in the same publication for presentation of brief statements relating to each candidate.

c. The ballot shall be mailed at least twenty (20) days before the date of the meeting at which the vote is to be recorded.

d. Absentee ballots shall be deemed delivered if deposited in the United States mail with at least third class postage affixed and addressed to the latest address provided by the member at any time up to twenty (20) days before the vote are to be counted.

e. Absentee ballots shall be counted at the meeting at which the vote is to be recorded. No absentee ballot received after the meeting date shall be counted.

f. Members who do not vote by absentee ballot shall be permitted to vote in person by attending the meeting. Members voting by absentee may change their votes at the membership meeting. Each household shall be limited to one vote per Director.

All voting for Directors shall be by written ballot. Notice of the election, including the names of the candidates, the Board positions being filled, and a copy of the ballot shall be published in the Co-op newsletter or another publication mailed to Members at least 30 days before the meeting at which the election will be held, and shall be posted in a conspicuous place in each Co-op store and on the Co-op website throughout the twenty (20) days immediately preceding the date of the election, and there shall be an opportunity in the same publication for brief statements relating to each candidate. As set forth in Section 6d of Article IV of these By-laws, to be counted, the ballots must be received by the Co-op by the adjournment of the meeting at which the election is held, must be returned in accordance with the instructions on the ballot, and must meet certification standards set by the Board to ensure confidentiality, authenticity, and validity.

The addition of Section 6d in Article IV of the Bylaws states that all voting for directors will be by ballot and spells out the rules that will apply whenever voting is conducted by ballot. Since all votes for directors will be conducted by paper ballot, the provision for absentee ballots is no longer necessary. The Board recommends the membership adopt the changes in section 1 of Article V.

2. Number of Directors - Effective with the Board election at the Spring membership meeting of 2009, the administration of the Co-op shall be vested in a Board of Directors comprised of a minimum of nine (9) and a maximum of twelve (12) eleven (11) persons who shall act for the Co-op in all matters, except those required by statute, the Articles of Incorporation or reserved by these By-laws for the members.

This change in language coupled with the changes in Section 1 below better detail the board position reserved

for an immediate past President who is allowed to serve after his or her term as an officer of the board expires

3. Board Positions - The Board of Directors shall consist of the following persons, all of whom shall be members of the Co-op: the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past-President of the Board, if he or she is willing and able to serve, and a minimum of nine (9) four (4) and a maximum of eleven (11) six (6) Members elected at large, no more than two of whom may be employees of the Co-op, other Directors, two (2) of whom shall be staff members, and the rest from the membership at large, if the Immediate Past-President is unavailable to serve as a Director, there shall be one additional at large Director. The Immediate Past-President shall in all other respects be treated as an at-large Director. Staff members may not be elected to other positions on the Board. Except for vacancies filled in accordance with subject to Article V, Section 6, of these By-laws and the position of Immediate Past-President, all Directors shall be elected by the membership according to Article V, Section 1.

This change better communicates how the immediate past President sits on the board of directors if he/she is willing and able to serve. The Board also recommends changing the Bylaws so that staff members running for board seats will be treated the same as other members of the Co-op. The current staff members serving on the Board recommend that this change be made and the Board recommends the membership adopt the changes as proposed.

4. Officers - The officers of the Co-op shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected to their offices by the Board at the first Board meeting following the election of Directors. The officers shall be elected by a majority vote of those present and voting. Officers shall be elected for a term of one (1) year and shall serve until that officer's successor is elected and assumes office. Transition election of 2006 - The Treasurer and Secretary who were elected in 2005 shall continue to serve in that capacity until the election of 2007; the President and Vice-President shall be elected by the Board following the election of Spring 2006.

Section 4 of Article V is being moved to Article VI so that all matters relating to officers are addressed in the same place. Sections 4-10 of Article V are being re-numbered as follows:

Existing
4. Officers (Moved to Article VI)
5. Terms of Office
6. Vacancies
7. Removal of Directors
8. Compensation of Directors
9. Meetings
10. Special Meetings
11. Quorum

Proposed
4. Term of Office
5. Vacancies
6. Removal of Directors
7. Compensation of Directors
8. Meetings
9. Special Meetings
10. Quorum

45. Terms of Office
a. Terms of Office of Directors - Each Director who is a member-at-large shall be elected for a term of three (3) two (2) years and shall serve until that Director's successor is elected and assumes office. The immediate past President shall serve until there is a new immediate past

President, but in no event shall a person serve as the immediate past President for longer than eighteen months unless such person subsequently serves as President, in which event he or she shall be eligible again to serve as immediate past President as if he or she had never held that position. If the immediate past President is unable or unwilling to serve for his or her entire term as immediate past President, the vacancy shall not be filled.

b. Term Limits - A Director who has served more than five consecutive years on the Board shall not be eligible to be a candidate for election to the Board until he or she retires from the Board for at least one year. This limitation shall not prevent the immediate past President from serving on the Board as the immediate past President. Membership on the Board, except in the case of the immediate Past-President position who may serve an additional year, shall be limited to three (3) consecutive two-year terms. After being elected and serving a third consecutive term on the Board, a member shall retire from the Board for one year before regaining his or her eligibility for election.

c. Staggered Terms of Office - The election of Directors will be such that terms are staggered so that under normal circumstances approximately one-third of the Directors comprised of at-large members shall be elected every third year. Transition election in 2009 - The four at-large member candidates with the most votes shall each be elected to a term of three (3) years. The other at-large member candidates elected to the Board in 2009 shall be elected to a term of two (2) half the Directors are elected in even-numbered years and half in odd numbered years.

Section 4 has been revised to better describe how the officers of the board are to be elected and to also change the term from 2 years to 3 years. The board of directors believes that the additional year would help to minimize any influence when board directors transition on and off the board. Section 4 of one-third rather than one-half of the directors is expected to be less of a disruption to the business of the board. The board recommends the membership adopt this change.

56. Vacancies - Vacancies on the Board of Directors occurring between membership meetings at which Board elections are held shall be filled by a majority vote of the remaining Directors, and each person so elected shall be a Director until his or her successor is elected by the members at the next membership meeting. If the size of the Board falls below the 9-member minimum, the Board may continue to function, but must make a good faith effort to bring the size back to the minimum as soon as possible.

Clarification re change in meaning

67. Removal of Directors - a. A Director may be removed with or without cause, by a vote of at least two-thirds of the members present and entitled to vote at a regular or special membership meeting. Any member or members may request removal by A vacancy caused by removal shall be filled at the same meeting by the vote of the members present at the meeting.

Clarification re change in meaning

11. Executive Session - The Board may go into executive session, at which everyone is excluded except currently serving Directors, for the purpose of discussing any matters of business which the Board may consider confidential or sensitive. Before meeting in executive

session, the Board must approve, by majority vote of the Directors present at a meeting at which a quorum is established, a motion to go into executive session. The motion must include specific reference to the substance of the matters to be discussed. The Board may invite relevant individuals, as required, for consultation. No vote may be taken in executive session except to approve or evaluate the General Manager's performance and compensation, to recess or adjourn out of executive session, or to address any other issue which in the discretion of the Board requires confidentiality. The decision to call an executive session and a general description of the matters discussed must be recorded in the minutes of the Board meeting at which the motion to go into executive session was approved. Directors who are employees of the Co-op shall not be present during any discussions of and shall not participate in any vote on the General Manager's performance or compensation.

Section 11 is designed to create a mechanism to preserve confidentiality when sensitive issues are brought to the board. A board majority would be required to go into executive session. The board anticipates the general manager review and other personnel issues are sensitive where we feel the need to protect an individual's or household's privacy is paramount. Each time requested there will be minutes recorded pertaining to any motion in regard to executive session for the open record of the board proceedings. We believe this to be enough of a safeguard to protect the open and transparent nature of the Co-op's business that we recommend this change be adopted by the membership.

Article VI - Officers

1. Election of Officers - The officers of the Board of Directors of the Co-op shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected to their offices by the Board at the first Board meeting following the election of Directors. The officers shall be elected by a majority vote of those present and voting. Officers shall be elected for a term of one (1) year and shall serve until that officer's successor is elected and assumes office. Employees of the Co-op shall not be eligible to be officers of the Board.

This paragraph was moved from Article 1 to clarify that the officers are elected by the board of directors. Also, the language dealing with the transition election of 2009 was deleted as it is no longer applicable. The succeeding sections are re-numbered to reflect the renumbering of this section.

Article VIII - Miscellaneous

7. Amendment of By-laws - These By-laws may be altered, amended or repealed by a majority vote of the members present and entitled to vote at any regular or special membership meeting duly convened after notice to the members of this purpose, which notice shall contain the text of the proposed amendments or, if voting by ballot is authorized by the Board in accordance with the requirements for ballot voting set forth in Article IV of these By-laws, by the majority of ballots submitted, but in no event shall a By-law Amendment be approved by ballot voting unless at least 75 ballots shall have been received by the Co-op by the Ballot Due Date. Any proposed amendments to these By-laws must be posted in a conspicuous place at the principal place of business of the Co-op for at least twenty-fourteen (20)4) days prior to the meeting at which they will be acted upon.

Due to the addition of section 6d in Article IV it is required to clarify voting section 7 of Article VIII is modified to account for ballot voting.