



Bylaw Committee Notes October 9, 2018

Jed Davis, Sue Zekas, Stephanie Kaplan, Cheryl L. Conner, Carl Etnier (Council), Kari Bradley (staff), Steven Farnham (Council), Michael Healy (by phone)

Introductions- committee members introduced themselves.

Review Agenda

A short history of the last few years of bylaws discussions and votes at the co-op

No records of changes prior to 2003

2003- significant changes regarding expansion votes

2014-17: various efforts to change section on voting rules, all failed

Comments from Michael Healy- board consultant

We face a fairly typical situation: older bylaws, added and changed over time, fresh start can be efficient, rather than trying to untangle everything, don't be overly attached to old documents if they have stopped being useful, could be hard to just clarify

Consider your philosophical approach: have to figure out what level of specificity, whether to make easy to amend or hard to change

Member involvement: let members know the process is happening, as we get closer to end, share updates and provide focused opportunities for input

Consider the intent of the current bylaws to determine whether to incorporate existing language

Review Committee Charge: "Develop and implement a plan, involving member input, to revise the Co-op bylaws to make them clearer and easier to interpret without making significant changes to the meaning or intent of the current bylaws if possible."

Also identify potential substantive changes for future consideration

Foundational Documents and Resources- introduce/clarify any questions

Current Bylaws

Vermont Statutes governing cooperatives

Articles of Restatement

CDS Field Guide

Fresh Start Template

Legal Primer Formation Food Co-ops (includes another template)

Michael Healy

Our process

Need to consider if we use a template

Our co-op's member participation is unique

Could use template order, drop in our language

Start by understanding our bylaws, get shared understanding of the intent

Consider articles of restatement as well, inconsistency with member voting

What is the will of the members? Our bylaws should reflect the collective will.

Bylaws are agreements of how we work together at this point in time, lets make them clearer

Next Steps

Next time: focus on understanding everything in current bylaws but Article V.2 (voting), also consider guest participation

Meeting after next we can tackle V.2

Then decide on template or some other approach

**need a notetaker, **Kari draft notes and send to Carl

Communications to members: mention at annual meeting, including when we meet, can use enews

Publicize meetings regularly, post minutes

Let us know if you want to participate

Paul Erlbaum is another potential resource, was involved in 2003 and 2015

Schedule committee meetings

October 23 10:30-12:30

Generally: Second and fourth Tuesday 4-6pm

November 13 and 27, Dec 11

Action Items

Kari Draft notes and send to Carl, send out to committee

Get a notetaker (Done)

Carl draft item for newsletter

Post minutes downstairs, website

Publicize meeting dates and times including at annual meeting

Invite council members to October 23 (Done)

Determine if Carl is chair