

Bylaw Committee Meeting
11-7-2018
Hunger Mountain Co-op Community Room
4-6pm

Present: Sue Zekas, Carl Etnier, Jed Davis, Stephanie Kaplan, Steven Farnham , Cheryl Connor, Kari Bradley (GM) Robert Barossi (Staff/Note Taker)

Meeting began with discussion of upcoming meeting dates. Next four meetings will be:

Nov 27, 3 to 5,

Dec 11, 4 to 6

Jan 8, 4 to 6

Jan 22, 4 to 6

Committee then made in-depth investigation into Article 5, Section 2, which focuses on the member voting process. Comments regarding this section were:

“In good standing” flagged as an issue previously. This term needs clarification.

“As described in a subsequent article” flagged as an issue. It is used too much throughout bylaws.

“Member” vs. “member-owner,” which is proper way to refer to members in bylaws?

First sentence is ambiguous. Should it be made more clear or relevant to actual procedures we now use?

Second sentence seems contradictory to procedures that are set out later.

First part of this section does not reflect the way that we do voting electronically.

First part of this section also has the issue of coming across as being exclusive, that it excludes some people who need other means of voting. Also not clear what types of votes or issues being voted on can be done through certain methods but are not tied to a particular meeting of the members

“Voting on other issues shall not be by mail ballot,” doesn’t say anything about electronic voting. Also, should say something about “at a member meeting”. Flagged for further discussion.

Section includes information could be deleted. We do not mail ballots anymore, they are not sent to members. Members can vote online using member number and names. Information on how to do that is sent to members, but not ballots. People can request a ballot and it will be sent to them but not automatically sent to them. This section needs updating/clarification.

What is “mailed ballot issue” that would appear on an agenda? This section may be confusing. Not clear what issue is or would be that would be required to be on the agenda.

Section is not clear about when a meeting is required or if having a meeting is optional or required for voting.

Is a meeting required for these issues or not? This is flagged for future discussion.

Kari mentioned the possibility of starting the voting at the meeting and continuing it after meeting, specifically with council elections, as a way to introduce candidates. May be something to consider.

Sentence that mentions “another section of the bylaws” needs further discussion.

No provision in the bylaws about how terms will be distributed to members of the council. How are terms decided? Should appear in the bylaws or part of the procedures established by council. Not properly addressed at this point.

Needs to also include some type of procedure for employees running for council, procedure related to that should be included in bylaws somewhere.

List of issues at end of paragraph is confusing, makes it seem that all of these issues require a meeting while the earlier part of the paragraph makes it sound like they do not require a meeting.

List at end could be better organized.

Question was raised: Are there discrepancies between what is here and the articles of incorporation and state of Vermont statutes?

Another question raised: Are articles of incorporation outdated? Should they also be reviewed, investigated further? They should not be inconsistent with bylaws.

Seems to be discrepancy in this section about whether or not issues related to mortgage can be voted on by paper/electronic/mail ballots or if they require voting to be happen at a meeting.

Definition of “materially expand the cooperatives building structure” is in question, needs to be clarified, defined better. No real definition currently.

“To conduct other business” is not clear, not well defined. What qualifies as “other business” that members may vote on at annual meeting?

There is some confusion from section 4.1 about whether or not agenda items for Annual Meeting must be warned, seems to say that Annual Meeting business warning is not required. Flagged for further discussion. If warnings are wanted for all other meetings, makes sense that you would want to do that for Annual Meeting.

Difference between “substantially expand’ and “materially expand’ merits further discussion.

Question raised of how much ability to affect change is there on the floor of the Annual Meeting. What is the history of that?

Is last item on the list at end of the section even necessary?

The Committee then returned to going through all of the bylaws from last meeting. They did not complete entire bylaws last time.

9.6

Remove “by check” this is the retained patronage, not distributed.

9.7

Question about “ratable basis” definition.

Question about whether this section is necessary. It may be included due to tax laws.

9.8

Committee will run entire article/section by accountant.

Article 10

Should members know what executive session procedures are, what it means when council goes into executive session? It’s not clear here. What are criteria for going into executive session and should those be in bylaws?

People can request to see financial records but can’t take a copy with them, according to statutes. Not mentioned in bylaws. Privacy issues are a concern. What are rights of member owners to know certain information is a question.

