

Bylaw Committee Meeting

12-11-18

Hunger Mountain Co-op Community Room

4pm-6pm

Present: Sue Zekas, Carl Etnier, Jed Davis (got to meeting at 5:30), Stephanie Kaplan, Steven Farnham, Cheryl Connor, Kari Bradley (GM), Robert Barossi (Staff/Note Taker), Scott Hess

Continued discussion of Article 10 from previous meeting.

Ambiguity about term "this information," may need clarification. What is meant by "moral, business or legal reasons"? Needs to be clarified so that it's not as open to any interpretation.

What is the statute on what is required of us regarding the information that must be kept confidential and the reasons for that?

"Certain other personnel records" needs clarification.

What is meant by "shall inform"? May need clarification.

Does there need to be more information included about what is available or not and what must remain confidential or not and the reasons behind those things being available or not?

Article 11.1

Ambiguity about how legal services are acquired and from whom?

Might need to be clarified, the meaning of indemnify in this context.

Under what circumstances will the Co-op indemnify and reimburse, not necessarily clear.

Second half of paragraph is confusing, may need clarification.

Article 11.2

Are there other conflicts that can arise that might be significant that are not financial? Emotional, for example? Paragraph only mentions financial.

May want to elaborate more on what, exactly, constitutes a conflict of interest. Should this apply to all member meetings? Has not been announced that people must disclose at all member meetings. It has been announced at Committee meetings, members of Committee had to declare conflicts.

Does conflict of interest really apply to general member meetings? May be a concern when votes are being taken. May be good but not necessary to do at member meetings when votes are happening.

Possibly could ask people to announce their conflicts of interest, ask that it be done, but not necessarily enforceable. Flagged for further discussion how that might work and whether or not it should be done.

Article 12

If something is proposed to the Council and the Council does not vote to move it forward, is the question dead? Is there another means of moving it forward? Some other step that may be taken?

This Article needs to be made more consistent with the other Articles and procedures that are detailed in those other Articles.

Explanation of Patronage Refund Consent Provision

Should this be part of Article 9?

Question raised, Should we remove this language from the Bylaws completely? Is it needed or required? Should this language be placed somewhere in the policies, so that it still lives somewhere?

Comment made that Committee needs to decide, whenever a policy question arises, should it be taken to Council or should one proposal be made to Council for the whole set of changes, all at once? How should Committee handle policy questions?

Scott advises having special Council meeting to go over all proposed changes all at once, instead of piecemeal.

Council would need to give permission to change the Committee's charge.

Would need to propose changes to Council and then to members. Need to decide what the process will be for those steps.

Question raised, Should changes be taken to members first? Council is being asked for their advice first. Council can't just adopt without going to members, but Council can be asked for advice.

Committee has completed the reading-through of all the Bylaws.

Suggestion made that Chair list the issues that have been identified as needing discussion and decision.

Question raised about what constitutes a substantive change.

All agree that Council should be asked for a revised charge, that Committee should bring best thinking to Council, whether or not it is substantive change. Committee could bring changes to

Council separately from substantive changes, as one option. If policies are being changed or there are proposed policy changes, that goes beyond the current charge.

Question raised, Are there different classes of substantive changes? There are different reasons for why those changes might need to be made.

Scott recommends going back to Council and asking to change the charge so it allows for making substantive changes. If charge is changed, it could say that Committee is allowed to make changes as necessary, it would be stronger language. Scott notes in past, not enough outreach to members or involvement of members about changes being made. This current process removes those issues. Committee members agree that this should be done as publicly as possible. Scott notes Committee is doing its due diligence.

Chair notes that discussions with members and resistance from members not always predicted properly in past. Working to avoid that this time by being more transparent and public in process. It is noted that Committee and Council need to promote the discussions and proposed changes in the most honest way possible. Process should be as public as possible.

Question raised, Could some of this discussion happen online? Might allow for more members to be involved.

Committee proposes reaching out to members who took issue with Bylaw changes in the past and inviting them into these meetings. Also note that every change that is made needs to be explained very clearly so that everyone can understand the reasoning behind the changes.

Chair suggests looking at two other models for Bylaws, were previously circulated. Should those be reviewed and looked at as potential template? Chair asks question, Is current model the one we want to continue using? Committee suggests that must be looked at first, and then decide on a format/template to use.

Kari mentions other agenda items. 1) GoToMeeting availability. 2) Substantive change that he is interesting in raising, related to unclaimed assets and the state laws surrounding those assets. 3) Timing of actual Bylaw vote and recommendation to separate Bylaw vote from Annual Meeting.

Chair proposes covering those agenda items next.

Special Meeting for Bylaw vote will allow for more time for discussion, more freedom to really dig into issues. Would need at least 100 people for vote. Would be promoted, would have outreach to attract members. All members would be invited. Might allow for more engagement and better engagement. Have had open meetings at Senior Center, with 60-70 or so people, could be similar with more people.

Chair asks how that kind of meeting would affect timing of Committee's work. Scott notes there is no rush. Committee notes there needs to be very involved public process that involves both public and Council, but it could potentially be done much quicker than previously thought.

Kari notes there are two Committee meetings in January, could get a lot done then. Potentially a sub-Committee that takes first run through Bylaws. Kari suggests each member take one Article to work on and bring back. Committee members will form sub-committee and make a draft of new organization for Bylaws. First step, reorganizing Bylaws.

Committee moves on to Kari's second agenda item, video conferencing.

Question raised, Should Bylaws indicate something about participation via online streaming?

Committee notes that we should allow members to use GoToMeeting to participate in meetings, great to increase involvement. What is capacity for GoToMeeting, how many people can participate? Can our GoToMeeting be used at another venue, such as City Hall for Annual Meeting? Bylaw Committee would benefit from transparency, Committee notes.

Chair suggests just using GoToMeeting on trial basis and see what happens. Committee proposes trying it internally for this Committee's meeting in January.

Committee discusses an overview of Kari's final agenda item, the unclaimed assets issue. Pertinent to Article 8 regarding members not in good standing who do not request return of equity. That reverts to Co-op's non-allocated capital. Kari advises doing something similar for members in good standing who have paid full equity but have not shopped for three years.

Committee will continue to review what other Co-ops do as something to look at/relate to.

Chair will make a list of substantive issues and send it around.

Other Action Items:

Stephanie and Kari send examples of Bylaws from other Co-ops to Committee

Kari works with IT to get GoToMeeeing set up for next meeting

Send to Mark a request to change committee charge, Carl will do this

Kari will include Committee minutes in Council packet

Kari asks about approving minutes from Nov. Committee meeting. Chair suggests doing that at next meeting.

Chair adjourned meeting at 5:47.