

APPROVED

Bylaw Committee Meeting
Tuesday, 1-8-19
HMC Community Room
4-6pm

Present: Sue Zekas, Carl Etnier, Jed Davis, Scott Hess, Stephanie Kaplan (via video conference), Steven Farnham, Kari Bradley (GM), Robert Barossi (Staff/Note taker)

Committee Chair began meeting at 4:07pm, with a review of the agenda and priorities for meeting.

Began with approval of minutes from prior meeting. Committee would like the minutes to include who was present at the meetings, previous minutes will be updated to reflect that. Last meeting, Jed arrived around 5:30, everyone else was present the whole time. Meeting before that, Scott was not present.

Next, Committee reviewed new charge approved by Council at last night's Council meeting. Timeline is now end of calendar 2019, instead of by the Annual Meeting. It was noted that one goal was to separate bylaw change from Annual Meeting and have a separate meeting for bylaw change discussion.

Revised charge allows for more substantive changes, Committee now has the option and ability to propose more substantive changes. Original charge was to reorganize and clean up, make it more readable without changing the actual meaning or wording. New charge authorizes clearing out contradictions and similar issues. Will still have to go to Council and membership, but no constraints on suggestions that can be made. It's noted that bigger changes will have bigger risk and will need more explanation.

Committee noted that when making a cleaned-up version of the existing bylaws, may want to engage with members just around that part of the process. Perhaps try smaller changes and see what response is with those smaller issues and then approach larger issues. It's also noted that this bylaw process is very different from past bylaw change processes. Members much more involved, large part of work being done by members. Much more open process, which includes people who have not been involved before. New and different perspectives. Being made more public and transparent. It's noted that if there is opposition to early, smaller changes, need to pull back and not pursue the larger changes or reconsider pursuing them.

Next, the Subcommittee which had been working on a proposed new format/structure for the bylaws provided an update of their work and progress. They have begun the process of going through current bylaws and putting them into a new structure. Went through other structures to find potential guides or templates, found that Brattleboro Co-op had good model to follow. Subcommittee noted that formatting and presentation ultimately is important. It will be important to have end result be something that is readable, approachable and something someone would want to read. Have some kind of cover, something to draw people in.

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Important to have a structure that makes it easy to use as a reference tool. Also, make members feel like they are included. Subcommittee noted they are taking the view of members and want them to feel good about how it is formatted. Want to build a consensus about the feel of the document. When final document is created, have some color, make it come alive somehow. It's still a legal document, something to keep in mind, but can it still be exciting? Also proposed starting bylaws with our principles, values, etc., and suggested making it more reflective of our co-op.

Suggestion was made that Co-op in Albany (Honest Weight) has interesting things for review, some different documents such as member handbook, which might be good for comparison. Committee can also compare what we have for bylaws with CDS as well as what other co-ops have to make sure we have the right things, find out what we are missing.

Question was raised, is there enough common law about co-ops that there would be a need to use same language that other co-ops have. It's noted that it's not difficult to discern what is legal jargon and what is not, and a lot of what is in bylaws is not required by law.

Subcommittee was asked what other feedback would be useful. They would like feedback about the way sections are broken up, separated or organized, how things were split up or combined. Encouraged committee to wait until document is smoothed out, made less choppy. They will continue to take rest of bylaws and put them into the new format, without changing the wording.

Chair had sent out a list of the substantive changes that had been talked about and flagged. Raised questions for Committee, was something left off list? Was something not substantive and should not be on the list? Should he send a list of everything that has been talked about, substantive or not? Committee believed it would be helpful to have list of everything that has been discussed, for reference as each section is further examined and restructured/discussed/rewritten.

Subcommittee will continue working on structure and format, while others will form second subcommittee to start process of going over each section and the items that need discussion. Structure subcommittee took their work to another room and continued process while the second subcommittee remained in Community Room and began review of the substance of the bylaws and the things that were flagged from each article for discussion and potential change.

Started with article 1, question about lower threshold for amendments. 90 percent seems to some like a real barrier to having an amendment go through. Question raised, should it be lower? Discussion involved whether or not there should be amendments, if there are going to be, it should be warned. This topic is a subset of member voting, might need to be tabled until topic of member voting is discussed. Was tabled.

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Article 2, fiscal year question. Kari believes this might not need to be in the bylaws at all, and would take as an action item to look into it. It's noted that council should have control of when the fiscal year should be. Kari will check to see if that needs to be included in bylaws.

Article 3, question about policy governance, does it need to be defined in the bylaws? Other question about if bylaws should prescribe the governance model or should council decide model? It's noted that there is too much detail for bylaws and Kari commented that it's the council that should decide governance style. Point was raised, if it's taken out of bylaws and it's the council that can choose style, they could get rid of policy governance style and choose an entirely different model, which could be good or bad. Might be safer to leave policy governance dictate in bylaws.

Other point brought up for this section was making HMC mission and the council's duty to that mission a part of this section. Subcommittee agreed that should happen.

Question about low bar to become candidate, only needing nine signatures. Question raised, why is it even necessary to have to collect a certain amount of signatures? It's noted that it is a good idea and a great way to engage with the membership and that council wants or needs to engage more with members. Also, good way to get to know who the customers/members are. Process shows that candidates are willing to do the work. Signatures to get onto a ballot is standard practice. Kari proposed 25. Three people supported. Not a consensus among subcommittee, will have further discussion.

Subcommittee had discussion regarding kicking off voting at Annual Meeting, rather than having it end at the meeting. This process would give people a chance to meet and get to know the candidates. Kari noted it would be up to the council to decide what that would look like, the logistics of how that kind of AM would work. Question was raised, would that be a deterrent, putting people in the spotlight at the meeting? It's proposed that if someone can't make it to AM, they can still make a statement. Also a proposal to keep voting timeline the same but change to announcing winner at AM. No consensus on this topic.

Question of whether or not bylaws need to specify when the employees elect their representative. Is it necessary? Consensus among subcommittee that time specification can be removed.

Question of why is staff rep nonvoting. It's noted that anyone can run to be on council and they should be elected by membership to have a vote. If a staff member ran and got elected, they would then have vote. It's noted that there could be more effort made within the co-op to encourage staff to run for council. Kari commented that efforts have been made. It's noted that staff rep is the representative of the staff, but if they are a voting member of council, they then represent interests of the members. Consensus among subcommittee that staff rep will remain nonvoting.

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Question about three-year terms in office and overall limit of ten years. Could it be changed to three three-year terms or nine years consecutively? Question was asked, do we even need term limits? It's noted that term limits are good because some council members for many years can make it difficult to do certain things. Question raised, does benefit of getting new people exceed the risk of removing a good person, potentially in time of need? Proposal of term limit of 12 years consecutively. Or 12 years plus a partial year if appointed. Will be discussed further with full committee.

Question about value of section regarding committees. It's noted it is standard practice to have committees and council would establish committees whether this is included in bylaws or not. This may be something that is redundant, not necessary. This section not required by law. If not in bylaws, it doesn't change council's work, will still establish committees. Consensus among subcommittee that this can be entirely removed from bylaws.

Article 4, question about change to Annual Meeting, if voting starts at AM, 14 days would be enough notice time, would not have to be more. Question asked, does language have to be updated to reflect modern technology? Suggestion made that 14 days not sufficient, need to let people know farther in advance, possibly 30 days or 45 as better amount of time. Impacted by whether or not voting starts at AM or ends at AM. Subcommittee agrees this should not be changed at this time.

Question about agenda with warning for meeting. Consensus among subcommittee that that Annual Meeting warning/notice should contain the agenda, any warned notice should have an agenda for the AM and for any other special meeting. Wording should be the same, whether AM or special meeting.

Question about wording and amount of detail about how warning/notice is getting put out. Can be "prominently posted in the co-op and other places" or something simpler like that. Gives more flexibility. Exact wording will be crafted later.

Question about special meetings of the members, 5% of members in good standing, currently equal to 450, is number of signatures needed to get a special meeting. Should it be a number rather than a percentage? Question raised, should it be higher because meeting could potentially include a major decision being made by attendees at meeting and only them? The structure/formatting subcommittee rejoined the group so the full committee could discuss this topic. Point raised that it should be sufficiently difficult to call a special meeting because it's not a trivial topic or situation. Should be an appropriate amount of difficulty to bring up such a non-trivial topic and try to act on it. Discussion was tabled for later time due to end of meeting.

Next meeting January 22nd, 4 to 6pm, HMC Community Room.