

APPROVED

Bylaw Committee Meeting
HMC Community Room
2/26/2019
4-6pm

Present: Kari Bradley (GM), Cheryl Conner, Carl Etnier, Steven Farnham, Stephanie Kaplan
Rob Barossi (note taker)

Carl started meeting with review of agenda. Kari noted he wanted to review potential timeline, as addition to agenda.

Meeting began with discussion of the potential timeline. Kari led discussion, talked about possibility of calling a special meeting of the members, before the Annual Meeting to vote on bylaws. Would like some separation between the two meetings. Using September 10 as date right now for special meeting. New bylaws would need to be finalized and approved by late July so that notice could be sent out to members with enough time to warn them about special meeting. Council meets on July 1, so bylaw committee would have to have something ready for the council by that date. Public input would have to be by third Tuesday in June. Would need to have public meetings/forums in April or May.

Kari asked, does committee want to try to get over the finish line before November. Carl not sure that is do-able. Stephanie suggested breaking things up into subcommittees. Steven noted challenge of getting a consensus among full committee. He also raised question, does everything have to be done at same time, could some portions or projects be done first and others later.

Kari asked, is fall special meeting overly ambitious? Perhaps something after Annual Meeting. Cheryl noted need for public forums or meetings in leadup, throughout process. Would have to get a lot done in the next six weeks, maybe not realistic. Added that there could be one public forum before and one after Annual Meeting. Kari concurred that plan could work, one meeting before, one meeting after and then the special meeting to vote on bylaws after that. Council would also have to approve new bylaws/changes before that special meeting.

Committee will continue for next month and then make decision about timeline for meetings moving forward.

Carl asked about approving minutes from last meeting. No opposition to approving minutes. They were approved.

Committee continued going through new draft of bylaws with Brattleboro format. Stephanie noted word "fewer" instead of "less" should be used in section 3.2.

Section 4.1. Removing "in a subsequent section of these bylaws." Carl noted possibly getting rid of "ex officio."

Section 4.2. Does executive committee need to include cooperative governance policy mention? Carl noted this could be part of member handbook. Committee agreed to remove it from this section of bylaws and move into member handbook.

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Section 6.3. Bottom of section, could be outlined better. Stephanie proposed having a subcommittee work on that.

Section 6.6. Does council meeting policy need further explanation for clarity? Cheryl raised question, does governance policy need to be explained in introduction of bylaws. Suggested that the governance policy needs to be included there. Stephanie noted introduction could explain the structure of the organization, bylaws, policy governance, etc. Kari will draft an introduction including explanation of governance policy, etc.

Section 7.2. Question about section and part about meeting being open to members. Information is found in article 10. Needs to be moved to 7.2. Move article 10 from original into section 7.2 of new version.

Section 7.4. Procedures governing an executive session, information comes from original article ten, moved to this section in new version. Stephanie noted more information about executive session needs to be added. Should be better defined what is appropriate for executive session. Believes it should be part of bylaws and should be decided by members what can be part of executive session, which excludes members. Cheryl proposed asking Stephanie to do a draft of this. Stephanie offered to do work so committee could review and discuss.

Committee looked at Brattleboro template table of contents, areas they have that our bylaws do not have. Are these sections something to include? Telephone conferences. Action by consent. Reconsideration by board. Committee felt those Brattleboro sections not needed in our bylaws. Committee will also review additional headings from Brattleboro template and see if they are something to revisit and possibly include in our bylaws.

Stephanie raised question about membership termination, as mentioned in current bylaws. Question of who can terminate membership and why would membership be terminated. Is a termination clause needed? Should members have responsibilities? Questions are what are criteria for termination, if any, what would trigger that? Question also of should bylaws include what can cause termination? Should there be membership termination at all?

Carl proposed that membership can be terminated and language should be created for termination because of financial reasons, non-payment of equity, with no other reason allowed for involuntary termination of membership. Kari will work on language for this. Committee agreed on Carl's proposal. No involuntary termination mechanism in the bylaws other than handling equity payments, conforming with state law regarding unclaimed property. No other avenue for membership termination.

Committee returned to substantive issue list to pick up where it left off last time list was reviewed. Returned to question of how many members should be required to call a special meeting. Currently 5% which is 450. Should it be a number rather than a percentage? Committee debated number of people needed to call meeting and how high or low it should be. Kari noted that special meeting needs thought and agreement put into it, need number to be high enough so that thought and support have gone into it. Stephanie moved to make number 150 and include that members must use paper petition gotten by any means. Room was divided between 150 and 200. Stephanie made motion. Seconded by Steven. All in favor. No opposed. No abstentions. Carl noted making it 150 or 5% of members, whichever is less.

Next meeting March 12, 4-6 in HMC Community Room.