

APPROVED

Bylaw Committee Meeting
Tuesday, 1-22-19
HMC Community Room
4-6pm

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

Began at 4pm by reviewing agenda. Chair asked for any additional business. None offered.

Reviewed minutes from prior meeting. Any questions or comments, asked for by chair. Scott moved to accept minutes. Stephanie seconded. All were in favor. None opposed. No abstentions. Motion passed to approve minutes

Topic of communications to members was addressed. Kari mentioned needing an update to members, possibly in next member newsletter. Paragraph or two to remind people what is happening, that work is being done, how people can be involved. Will also be included in Chronicle, which goes out to all staff with email. Carl will draft something and have it to Kari by Monday.

The organization/formatting subcommittee provided a report of their work. They sent out a document with a proposed potential organization of bylaws. Sue presented a summary of the work of subcommittee. They used Brattleboro Co-op's format as a guideline and plugged in Hunger Mountain bylaws into appropriate sections and tweaked some items. Also provided recommendations for new text not present before.

In different colored text, created different ways of organizing text and making it easier for members to find items of interest. Aiming for bylaws that are member friendly and are organized in way that information can be found easily and with additional information.

The point was raised that they may want to include an appendix, need to have further discussion about what would be included in appendix. Could be, for example, state statutes that are referenced in the bylaws. It was suggested to have an executive summary of the changes that are being made. Tabled until further discussion.

Carl raised questions, how should committee go forward? Need to continue going through substantive changes. New suggestions for those changes have been brought up by subcommittee doing reorganization. They have included substantive changes suggested in their proposed reorganization.

Sue proposed an option for creating a member handbook as a possible good idea. Stephanie concurred with suggestion that committee should look at a member handbook. Are there things in bylaws that should be part of a member handbook?

APPROVED

Stephanie noted that work may need to be coordinated or combined. Substantive changes that have been discussed and new structure/format document may need to be organized or combined, so there are not two parallel projects going on. Cheryl offered to do that work. Steph suggested making Carl's list of substantive changes more consistent with new document format document.

Carl suggested using old document/list for review of substantive changes, as those changes are discussed, and then integrating them into the new document at a later time. He asked, does committee want to recommend the proposed additions of the newly added text?

Kari noted that new document's structure is very logical. Recommended that "how we conduct meetings" is two sections, member meetings and council meetings. Meetings for members could be a subsection of the member section and the council meetings could be a subsection of the council section. Or, should meetings as a whole be a separate section? Should it be general meetings or more specifically council meetings and member meetings?

Steven suggested that at end of each paragraph about meetings, make a reference to meetings in other sections to direct people to other location for other kinds of meetings, without having to put all meetings together. Carl noted a detailed table of contents would also help. That could be part of an introduction to the document or an executive summary that introduces/begins the entire document.

Introduction could be about what bylaws are and their role in the organization. Introduction could also be easily amended/changed without approval the way bylaw changes would need approval. It could be a standalone piece that is separate from actual bylaws. No legal import to the introduction. Steven asked if adding that text needs a bylaw change suggestion. Tabled for future discussion.

Committee began a review of new text that subcommittee suggested adding. First section, legal name of business. Question raised about "legal name," does it need Inc. at the end? Should it be Co-op or Cooperative? Committee agrees to keep proposed first section.

Second section, Carl raised question, should the bylaws mention the mission and make it part of bylaw process and bylaw amendment process to change the mission? Scott asked, what is wrong with council deciding on mission? Stephanie noted mission is very important, should not be just council deciding on mission. Steven asked, should section simply say "Mission" rather than "Mission and Purpose" and should bylaws state "council will decide on or change mission"? Stephanie disagreed with the policy of council determining or changing on mission, believes members should be agreeing to mission.

Question also raised that if mission is written into the bylaws does it need member approval to change, as with all bylaws, or is it part of exempt text that doesn't require bylaw change process to change? Stephanie noted that the mission should be member driven, should be decided by members. Carl noted that he agrees with Stephanie's opinion. No consensus on topic.

APPROVED

Steven noted they might want there to be a process to have some things that are included in the bylaws but are separate from the bylaws so they can be changed without the usual bylaw change process. They could be referenced in the bylaws but not part of the bylaws. Discussion tabled for decision at a later time.

Third new section, cooperative principles and values. Carl asked what flags or problems this might raise. Kari noted these are set by the cooperative alliance, not subject to change by us. Recommended double checking the language for each principle, make sure it matches what the cooperative alliance uses. Committee agreed that it should be in the bylaws, good to include, most other co-ops do include them in their bylaws.

Carl raised question about what should purpose be of information in bylaws? Does it answer questions? If so, what question about our actions is answered by including the principles in the bylaws? How do the principles explain or support what the co-op does? Stephanie noted they are a standard by which what the co-op does is judged. Scott noted bylaws should be concise and less wordy. Steven noted good to include cooperative principles but if they change, would they have to be changed as bylaws are changed?

Jed commented that if these are governance documents, we should include principles that are the foundation of what we do. Believes it's a significant foundation to our co-op and what it does, should be given its due. Carl noted that the bylaws could be packaged with other items that would be useful, could be in an appendix or part of overall document but not included in the bylaws themselves. Committee does not have consensus, conversation tabled to future date.

Fourth new section, business office, with address included. Scott raised question about what happens if business office address changes, what would that process be to change it in the bylaws. It's already in articles of incorporation, might not be needed in bylaws. Kari asked what is benefit of having this information in bylaws? No consensus, will be discussed further.

Jed raised question, what is function of bylaws in terms of answering questions that members have? Stephanie agreed this is an important question, what is the vision for the bylaws? Proposed looking at a member handbook, what would it look like, how would it differ from bylaws?

Question raised about section related to terminating membership, does there need to be a process for that? Is it necessary to be able to terminate someone's membership? Jed noted group might need to dig into other co-ops bylaws to see if they include this. Scott asked if GM has authority to terminate a membership. Kari noted he does not. Scott commented there are reasons why there should be a mechanism to terminate membership. Carl asked for more information on what reasons there would be for doing so. Stephanie noted that it's a question of what their rights are or should be. Is it a question of loyalty and whether or not members

APPROVED

might do something to harm the co-op, including for their own gain? Do members have responsibilities to the coop? Committee will look at other language about this issue.

Discussion was had about section referring to exemptions to access. Need to clarify moral, legal or business reasons. What are those reasons, specifically? Can't be subjective. Needs to be clearly spelled out. Committee agreed that clarification is needed. Will determine that language later.

Subcommittee proposed changing title of next section to "Duty to Communicate". Only heading is new. Committee agreed on breaking that section into the proposed new paragraph with new title.

Stephanie noted there is nothing in that section about members communicating with each other or staff/council facilitating communication among members. She noted there is a duty to communicate to the members but also a duty to facilitate communication among the members. Committee agreed that there should be something included about a duty for staff and council to communicate with members and facilitate communication from members and among members.

Discussion was had regarding new heading for next section, The Cooperative Council, and the subcommittee's suggestion that a definition be provided of council duties and policy governance. Currently worded with some confusion about policy governance and duties of council, some further information should be included somewhere, whether in bylaws, in an introduction or appendix. Question were raised of whether or not bylaws should specify policy governance? Or, should policy governance mention be removed from this section? Sentence could be changed to end with "council represents the interests of the cooperative members," with no mention of policy governance. Committee agreed on ending the sentence that way and eliminating policy governance mention.

Question was raised regarding the next section, should it be eliminated, since it's about policy governance? Section would be irrelevant if policy governance model was changed or replaced or removed. Carl asked if anyone wanted to keep section. No one responded affirmatively. Committee agreed on eliminating the section.

Action items,

Approve and post minutes, Kari will share the current version of what the member handbook might be, everyone will look at other examples of member responsibilities and involuntary termination, Stephanie will send out a member handbook that she is aware of.