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Bylaw Committee

3/12/19

Hunger Mountain Co-op Community Room

4-6pm

Present:

Kari Bradley (GM), Robert Barossi (note taker), Cheryl Conner, Jed Davis, Carl Etnier, Scott Hess, Sue Zekas

Steven Farnham via GoToMeeting

Carl opened meeting, returned to working through substantive issues. Picked up with section on special meetings of the members.

Next question, bylaws currently don't provide any deadline for special meeting happening after petition is completed. No requirement to have meeting within a certain amount of time. Should meeting date be within a certain number of days? Committee agreed on proposal that petitions must be submitted to council at a formal council meeting and then meeting should happen within 45 days of that.

To call a special meeting, currently five council members can request it, committee is considering whether or not to change that to a majority of the council in case there are fewer than five people. Question raised, should there be a minimum requirement? Change is being made to "upon written request of a majority of council members", majority currently being five or more as long as there are nine council members. Majority number relies on currently serving members.

Special meeting has requirement of agenda being warned, annual meeting doesn't have that requirement. Committee recommends common language for both. It is agreed to do that, will have common language for both special meetings and annual meetings, that they both must be warned in the same way.

Decisions made by means of a vote at a special meeting of the members shall be binding on the council, according to current bylaws. Committee considered if that should be removed or changed? Possibly remove "on the council"? May be unnecessary or possibly even counterproductive. Jed voted to remove the sentence. Seconded by Kari. Committee agreed on removal of the sentence.

Question of, do bylaws need to say council must meet at least six times per year at a public place designated by the council? And mentions at least six meetings. Committee wanted to keep part about meeting at public place. Should there be a minimum number of council meetings? Question raised should it be less than six? Scott advised having at least six. Six as a minimum, question of should there be a more detailed description of when those meetings need to or should happen. Council felt priority is to not get too detailed, keep it simple.

Question about special council meetings and possible change to a "majority of council members" instead of five council members. Committee advised change. With special council meeting, currently need seven days warning, but exec committee can act on emergency basis in less than seven days warning. Carl asked for input on current system. Scott says it worked well for sensitive issues. Kari noted it's important to be able to move forward on certain issues, have that flexibility. Question, should 7 days be changed for special council meetings? Scott suggested 24 hours. Kari suggested 48 hours. Committee discussed possibly 24 for extraordinary circumstances and 48 hours for other special meetings of the

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council. Exec committee can be immediate, for true emergency, but special council meeting 48 hours. Committee agreed on those parameters.

Question of, do bylaws need to say how executive committee are encouraged to invite other council members? Committee felt it was not needed to add that language.

Question about quorum, currently 5% or 100, whichever is lesser. Question of does that number need to change? Consensus among committee to keep it the way it is.

Question of why chair is not allowed to vote except in a tie. Part of Robert's Rules. Scott noted current system has been working fine. But noted that on other committees/boards, the chair has vote. Kari noted people assume chair gets a vote. Jed noted its cooperative-like to give everyone a vote. Suggestion to remove this from bylaws but council could follow this as need with flexibility to change or remove this process as desired. Consensus was to keep the part of this section that indicates council members get one vote but remove part of section that mentions chair not getting a vote.

Moved on to section titled, "rules of order," section was reread, committee felt it sounded good, should be kept as is.

Question of why are employees not eligible to serve as officers? Up to two employees can be elected to be members of the council, but bylaws say they can't be officers. Could create conflict of interest. Could create confusion. Committee agreed on this point and agreed to keep current language.

Next question about officer term limits, are limits appropriate? It's noted that this has not been an issue, has been working. Committee agreed to leave as is.

Question about duty for council secretary. Should maintaining a contact list for council members be an official duty of the secretary? Committee agreed to not add this extra language.

Question had been raised about what is required of the treasurer, should current language be rewritten or anything added? Kari noted that nothing in Vermont statutes needs to be added. Committee agreed to keep as is.

Question about who can vote on committees, in general? Can council members vote on a committee's decision if they just show up to a committee meeting? It's noted that if committee has been working for some time, committee should have vote on what they are working on and then issue can go to full council. Committee decided that no need to change the language but it needs to be understood that committee members are the ones who get to vote on their work, even if other council members happen to attend.

Section about executive committee, question raised about what governance policies say about executive committee? Does not add anything to the bylaw language. What is criteria for extraordinary circumstances? Not spelled out in governance policies. Does it need to be spelled out in bylaws? Stephanie is working on this issue of executive committee-related questions.

Next question about at large member of executive committee. Leaving language as is. Won't add language about committees having an at large member.

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Article seven, question about should membership be based on individuals or families. This was discussed in 2009 and members supported the current system, one member, one vote. Kari noted this isn't necessarily an issue for this committee to decide. Would need a bylaw change if it was going to change. Jed noted it should be in the bylaws, it is significant, it's the definition of a member. Carl asked, should this be brought up at special meeting? Kari noted bringing it up at a forum to test the waters about this issue. Committee won't make any recommendations.

Question about members "in good standing" term is problematic? Maybe change to "dues paying member" or just "member". Is the "in good standing" part redundant? If you are a member, you are in good standing. Just means current with dues payment. Consensus on calling it just member, eliminate "in good standing" and define member as someone who is up to date on equity payment.

Member benefits lists, this section of current bylaws could instead refer to a list elsewhere, in membership handbook perhaps. Committee felt it shouldn't be listed here, list in a member handbook instead. Possibly have bylaws mention patronage, voting rights and eligibility for council, noted by Carl. Committee agreed with that, proposed keeping only those member benefits in bylaws, others listed in a handbook.

Minutes from last meeting will be approved at next meeting. Next meeting 3/26

Cheryl asked about starting to take new changes and decisions and putting them into new organization, new structure. Carl and Cheryl will work on compiling those changes.