

APPROVED

Bylaw Committee  
4/9/19  
HMC Comm Room  
4-6pm

Cheryl Conner, Jed Davis, Carl Etnier, Scott Hess, Sue Zekas  
Kari Bradley and Stephanie Kaplan via GoToMeeting

Carl opened meeting with agenda review, asked for additions. None.

Asked for feedback on new mics. Everyone on GoToMeeting said mics were working well, could hear well.

Asked for approval of minutes from last meeting, asked for comments. Stephanie noted some typos were present. Will send to Rob to fix typos, will be approved at next meeting.

Determine time frame for special member meeting. Carl asked for thoughts on how many more meetings will be needed to come up with something to show council and members. Sue suggested two to three. Scott suggested meeting between this committee and council members, special council meeting to go over work so far. Kari thought third Monday in May, council members might be available. Scott suggested poll to determine best time. Possibly Tuesday the 21<sup>st</sup>. Scott and Kari will facilitate scheduling that meeting. Further discussion could be at June 3 council meeting. Then get feedback from members after that. Public meeting/forum with members possibly week of June 3 or June 10, to get member feedback. Kari suggested a couple of options in early June and making GoToMeeting an option as well. Kari will facilitate scheduling those meetings, two or three, in that time period. This committee could have final meeting June 11, then hand work off to council for ratification at their meeting at end of June. Kari suggested possibly having special meeting after Annual Meeting, possibly second week of November, but need to keep aware of feedback from council and members.

Stephanie noted concerns by members as changes were promoted in the past as not being substantive changes. Committee needs to be clear about whether changes being proposed are significant or not. Scott agreed that there is need to be very clear about changes, make it very apparent what kinds of changes are being proposed.

Next agenda item, member handbook subcommittee update. Stephanie noted with schedules, may be hard for entire group to meet. She recommended sitting down in person to discuss, rather than online. Kari suggested he and Stephanie get together to discuss. Sue and Scott mentioned interest in helping with this committee's work.

Next agenda item, review council executive session suggestions, sent out by Stephanie. Jed noted there is nothing in revised version of Article, written by Stephanie, that he takes issue with. Sue agreed. Scott raised question about what executive session can be called for. Carl proposed adding "or member" to clause a) of new Article. Kari noted adding "vendor" as well. Stephanie raised question, what is private or what should be private when it comes to a member-owned cooperative? Need to specify what should be out of the view of the members. There are circumstances where someone could be harmed if information is not confidential. Kari noted that it is also question of trust and trusting members of the council to handle issues as confidential when appropriate. Carl suggested taking out "a dismissal or disciplinary action" to a) and add "member" and "vendor".

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Kari noted that grievances and disciplinary or dismissal action is narrow, may be better to have broader language. Issues have come up related to labor relations that were not “grievances,” there are other labor relations topics that come up that may need to be discussed by council in executive session. Carl suggested labor relations or personnel issues involving a co-op employee, member, or vendor, for new a). Stephanie believed that is too general. Carl noted difficulty of using wording of “premature knowledge.” Any knowledge can be problematic, not just premature. Cheryl asked about deleting “premature”. Stephanie noted still unclear, such as what are personnel issues? What are the specific issues?

Stephanie raised question of salaries and compensation packages. That information should not be withheld from co-op members, she believes. Similar to government employees, should be able to look up salaries of co-op employees, their salaries should be accessible to members. Carl flagged that for discussion at a later meeting.

Carl proposal. Delete “premature” and a) would be “labor relations or personnel issues involving a co-op employee, member, or vendor.” Kari offered possibly adding “customers” or “neighbors.” Stephanie suggested everyone consider proposal and bring back to future meeting.

Kari raised question about substantial harm versus just harm. Steven noted that’s subjective. Committee agreed on that being problematic wording. Steven raised question of whether or not to define word “harm.” Sue noted that council are elected to do their job and represent the members and make these decisions in terms of what is substantial, what is harm, why have executive session. Members should trust council. Scott noted that council has taken that seriously, only had executive sessions when appropriate and needed.

Kari raised question about “after making a specific finding”. Who is making finding? Who gets to make determination? Can it be one council member only does it have to be whole council? Steven noted one person can raise the issue but there must be a vote of two-thirds of council to go into executive session. Stephanie raised question about how much specificity is required to determine the topic and the need for executive session. Subject matter should be disclosed, even in general terms, if possible. Purpose could be stated in the motion to go into executive session, if not known ahead of time.

Kari noted change in two-thirds requirement, that is a change. Scott noted the council votes about whether to go into executive session and to come out of executive session.

Kari raised question, does the council have the right to have a retreat type of discussion, should it happen in open session, should it be recorded. Stephanie noted should not happen unless topics at retreat fall into categories listed as executive session topics. Cheryl noted that retreats fall into a different category, should not be open/recorded. Should allow for more free conversation, more personal discussions. Sue agreed. Stephanie noted that some of retreat agenda items were things that were not team building, rather substantive in terms of co-op and its future.

Stephani noted all meetings are open to members, does not mention retreat. Possibly say “except for retreat”? Steven disagreed with that need to be specified. Why would retreat be handled differently from an executive session? Carl proposed that committee think over what has been proposed. Language stating executive session reason either before or after session in the minutes, retreat exception to rules regarding meetings. proposed to put these issues aside and talk about them again next meeting.

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Carl opened discussion of bylaws draft he and Cheryl sent out. Article 1, there has been discussion about landing page or document for members, so would the current information be needed? Jed noted keeping section on business office, but move 2 and 3 to landing page. Cheryl suggested keeping purpose and mission, principles and values in bylaws. Sue agreed with both, could have information in both spots, noted this new Article 1 is nice introduction. Stephanie noted those would be things that only the members can change if they are included in the bylaws. Steven noted it would be very difficult to change or amend if necessary when it's in bylaws. Kari raised question, who is responsible for these items? He added, council is charged with creating policies and mission and ends are most important policies co-op has. Council has to really own the ends, really believe the ends are the purpose of the co-op. Council needs to own the ends policies, that is how they exercise control over what happens. Stephanie noted members could establish mission and council would still be responsible for implementing it through the ends.

Carl noted no consensus yet on whether or not to include mission, purpose, in this Article 1. Jed would lean towards excluding it from bylaws. Sue agreed. Carl asked, any objections to excluding purpose and mission. There were objections. No consensus. Cooperative principles and values have been added to this Article 1, Jed noted this should be moved to other document. Cheryl agreed. Stephanie disagreed; they are basic principles of how co-op runs. Steven noted this set of principles applies to every co-op in the country. Not needed in the bylaws, is redundant. Cheryl believes really important to have in bylaws. Carl asked for straw poll. Who wants in. Cheryl, Stephanie. Voting for excluding them was Jed, Steven, Sue. No consensus.

Mention of business office. Carl asked for feedback, asked for arguments to add into bylaws. Is it ok, then, to not put it in the bylaws draft? Consensus that it won't be added into new bylaw draft.

### Action Items:

Rob will put together Doodle poll to schedule meeting with council and this committee and send to everyone.

Rob will identify possible dates for member forums in early June and send to Kari.