

Bylaw Committee Meeting
3/26/19
4-6pm
Community Room

Present: Carl Etnier, Sue Zekas, Jed Davis, Cheryl Conner, Kari Bradley (GM), Robert Barossi (note taker), Steven Farnham, Stephanie Kaplan by GoToMeeting

Article 5 review and consideration. Kari had sent around previous a proposal regarding member voting that were voted down at the 2017 annual meeting. The committee reviewed suggested changes.

Will strike sentences noted in proposal for changes, including “as described in subsequent section of these bylaws,” will strike this sentence wherever it appears.

In new formatting, voting information has been moved to a table format. Attempt to make section clearer and to parse convoluted language and clarify how things must be voted on, whether by mailed ballot or at a meeting.

Question raised, bylaw mentions voting on major issues can take place by mail but seems to eliminate the voting at a meeting, which would also eliminate the chance for members to discuss the topic before voting. Stephanie would like to rewrite this section based on question of whether there should be a meeting before significant issues are decided.

Question raised, should there be the opportunity for debate and decision on issues before voting? Small percentage of members come to annual meeting, should only they be able to vote or should there be opportunity to vote if people don't go to annual meeting. Stephanie noted it's very valuable to hear discussion of issues and have debate over issues.

Cheryl noted that maybe there should be a meeting, possibly make a change to bylaw to needing a special meeting or annual meeting to vote on important issues and council elections. Kari believes one member one vote means that everyone gets the chance to vote, should not be tied to a meeting. Believes that a meeting is a good thing but requiring attendance to exercise rights and responsibilities is too far. In favor of allowing voting outside of the confines of a meeting.

Kari stated that he personally believes all member voting topics should be put in category of mailed or electronic balloting being allowed. Everyone should have ability to vote on it. Stephanie argued that everyone has the opportunity to come to a meeting. People who are interested will come to meetings. People not coming to meetings don't have benefit of discussion/debate at meeting. She raised point that council and management control flow of information to the members.

Steven was in favor of the requirement to be at a meeting, noted a lot can happen in a discussion, opinions can be changed, new information be exchanged. Sue asked about compromise possibility, have meeting and discussion, which is important and can change minds, but not require people to be at meeting, many factors can affect whether or not people can get to a meeting.

Stephanie proposed that these things should all be voted on only at a member meeting. Carl asked does she have a proposal that is consistent with current bylaws and the table as currently formatted, how to reflect current bylaws in table. She proposed that it should be members at an annual meeting. Kari noted that the requirement could be both by paper/electronic voting and at a meeting, has to pass both voting mechanisms by a two thirds majority. Stephanie noted the idea that you can vote at annual meeting, or you can vote after annual meeting with vote starting at annual meeting, could do away with electronic voting.

Carl noted committee's interest in keeping this section as close as possible to what is currently in the bylaws. Stephanie not sure if she agrees with that plan. Believes committee should come up with a proposal. Carl proposes adding language that says, "starting at annual meeting and proceeding for....." to start voting at meeting, with discussion and debate there, but allow voting continue after meeting, allowing for paper/electronic voting by everyone not at meeting.

Jed supported idea of having discussion and also having a voting period to follow. Engages as many people as possible. Asks if committee wants to make that part of recommended change to bylaws.

Kari asked is commencing a voting period with a meeting is consistent with current bylaws, he believes it is.

Carl noted that two problem areas will leave current text in place but instead of "to be determined by the council," it will say, "starting at an annual meeting or special called meeting and proceeding for 30 days." Sue suggested 14 days or 7 days, might be time sensitive. Kari suggested saying "at least" and then let council determine. Suggests 14 days be the minimum. Voting could be at meeting or after.

Cheryl made motion to adopt proposal. Seconded by Sue. Carl opened for further discussion. Stephanie asked to see it in writing and think about it, would rather not vote on it today. Language would be: **"Starting at an annual meeting or specially called meeting and proceeding for at least 14 days, and extended as determined by the council."**

Carl and Cheryl will be meeting to consolidate all of the changes suggested so far into one document for committee to review.

Stephanie raised point about communication between members, would like to see something developed that allows more communication among/between members. Cheryl noted possibility of having a public comments page on the website.

Cheryl moved to approve the notes from the last two meetings. Sue seconded. Carl opened for discussion. All in favor. None opposed. Notes were approved.

Carl opened discussion of draft bylaws introduction. Asked for comments. Cheryl said it's great, includes all of major points. Steven asked about including cooperative principles. Kari will add that. Jed noted his support for introduction. Stephanie offered some typo corrections. Steven asked if policy governance should be clarified. Sue asked if member handbook would come to fruition. Kari noted that it's unclear at this point but there is a subcommittee to discuss. Sue asked for a sentence to be added that says "welcome to members." Kari will write a version that could serve as a general landing page on the Co-op's webpage which could link to the bylaws.

Stephanie is working on the executive session issue and hopes to have something ready for the next meeting.