

Bylaw Committee Meeting
4/23/2019
4-6pm
Hunger Mountain Co-op Community Room

Present: Kari Bradley (GM), Jed Davis, Carl Etnier, Steven Farnham via GoToMeeting, Stephanie Kaplan via GoToMeeting, Robert Barossi (note taker)

Carl proposed starting meeting looking at minutes, then talk about looking at action items and talking about timeline. Kari wanted to make sure to touch on patronage refund and member equity language.

Carl asked about minutes from two meetings ago. All were in favor of accepting minutes as revised by Stephanie. Both sets of minutes, from past two meetings, were approved.

May 20, 4-6 pm current proposed time for meeting with council. Kari will speak with council members who have not yet taken poll to encourage them to participate in poll so a better date can be confirmed. For now, everyone who can make it will reserve date/time and plan to attend on 20th.

Carl asked about forum dates proposed for member forum/meetings. June 6, 8, 13. Two Thursdays and a Saturday. One evening, one during day Saturday, one during day on Thursday. Evening at 6 on the 6th, noon on the 8th, noon on the 13th or on the 6th, whichever is noon available. Will offer GoToMeeting as way to participate. Will provide light fare. Informational forum for member-owners. Make them one hour long.

Stephanie raised question about forums all being close together. Maybe spread them out more. Asked if one could be a week later. Carl noted council ratification planned for July 1, will need time after forums to get that done. Scott asked about possibly moving back into May. Kari checked on some dates in May. May 30 at 6pm, June 8 at noon, June 12 at noon, new dates and times for forums.

Carl asked about subcommittee for member handbook. Meeting is planned.

Exec committee is recommending discussion with council on May 6 to discuss taking up proposed bylaw changes on July 1 meeting. Bylaw committee members welcome to attend that meeting. Kari noted draft of proposed bylaw document will be included for council on May 6 to see state of document. Exec committee requested asking committee for specific guidance for the council, specific needs from the council. Carl recommended putting together master document of what has been done by committee.

Committee next reviewed changes proposed for section 2. Steven asked about adding word "equity" to "annual minimum payment" to clarify. Also noted need to remove extra word "shall" in previous sentence. Stephanie asked about changing words "may resume membership". Carl proposed changing to "shall be reinstated upon full payment". Jed suggested changing "shall be suspended". Stephanie asked about "to an extent determined by the council," asked for clarification. Carl offered change to "delinquent in equity payments." Carl's proposal, "a member who becomes delinquent in meeting equity payment shall no sooner than thirty days after.....shall be suspended. A suspended membership shall be reinstated dafter full payment of the annual minimum equity payment."

Section 2.2, no changes. 2.3, changes due to belief that things listed were not necessarily rights, were privileges of membership, not rights. Other things not listed because they are rights but not needed in

bylaws. Jed asked about clarifying difference between privileges and rights. Could be “members are eligible for the following rights and privileges as determined by the council.” This will be added to beginning of section 2.3. Old 2.4 was moved to above section. 2.5, terminating membership, Jed asked about how notice is given by members. No mention here of discretion of the council to refund equity. That is mentioned in article 8. Kari suggested moving 8 (a) and (b) into 2, membership section. Jed noted terminating membership section also has implications for patronage refund. A reference to the section on refunds will be added to membership section.

Article 3, Steven raised question about 3.1, is that the only place where council’s duties are defined? Stephanie raised issue of what laws are being referred to as “Vermont laws”. There are statutes that govern co-ops, should that be included in this section to be more specific. She noted that current wording is very general. Carl noted may be better that way in case Vermont legislature changes laws, keep it referring to Vermont statutes or laws more generally. Carl noted that part of that will be covered in the introduction.

Section 3.2. Steven raised question, does it need to be mentioned that staff rep does not participate in exec session? That is mentioned in section on exec session. Stephanie asked about list of what staff rep shall do, is it limited to those things? Scott noted it clearly defines what the staff rep does. Carl asked does language prevent council from asking staff rep to do other things or stop staff rep from volunteering to do other things? Carl and Scott agreed it is good definition of what staff rep has been doing. Stephanie suggested “duties shall include.” “Staff rep role shall include,” proposed by Carl. Stephanie proposed “may” instead of “shall”. Kari suggested “the role of the staff rep includes”. All were in favor of that change.

Steven raised question about no mention of requirement to fill vacancies if council members are as few as 5. No mention of that here in 3.2. Scott believed not needed to be addressed here. Steven suggested language that binds the council to fill vacancies, or make an effort to fill the council back out to full 9 members at no later time than next election. Scott noted it does say that if it goes below five, vacancies do need to be filled right away. Steven believed there should be language telling the council to at least try to fill vacancies and get council number back up to nine, by the next election. Steven will provide some proposed language for this for discussion at a later meeting.

3.3 will strike sentence about electing a staff rep at a meeting at least one week before the annual meeting. Both of those are not true, staff can elect rep not at a meeting and does not have to be one week before annual meeting. Steven asked about employees shall elect vs. employees may elect. 3.2 needs change to “a nonvoting staff representative shall participate in council meetings,” Carl noted that needs to be added, instead of “the employees of the cooperative shall elect a nonvoting representative.” 3.3 will say, “the employees of the cooperative may elect a nonvoting representative.” Last sentence of 3.3 may not be needed, mentions informing council at annual meeting, does it create expectation of timing? Should it be suggested or recommended that they notify council of the elected rep before or at the annual meeting? Steven suggested adding a time requirement, such as “within two weeks”. Expectation currently is that staff rep is elected in same cycle as council members.

Question raised by Stephanie about council elections starting at annual meeting. Scott asked about time frame. Carl proposed “in connection with the annual meeting,” which does not specify. Stephanie mentioned that is very vague. Kari noted language elsewhere saying “beginning at annual meeting and continuing for 14 days.” but noted that should be at least 14 days but not limited to 14 days. Scott asked about language about more than three council members being elected, who gets the longer terms. No

rules around that in bylaws. Kari noted it was defined in the policies. Scott recommended top vote getter can choose which term length they serve. Steven mentioned members' interest in certain candidate, how many votes candidate gets, members might want them to have longer term.

Carl reviewed previous language about starting at annual meeting and proceeding for 14 days at least, with more days at discretion of the council. Everyone ok with that language.

Section 3.4, terms starting and ending should be changed to "annual elections," rather than "annual meeting." Term limit currently no more than 10 consecutive years, could be changed to nine since they are three year terms or could have limits put on number of terms instead of years. Scott asked if there is even a desire to have term limits. Carl noted that should be discussed further at another time, whether or not to completely get rid of term limits. Agreement to keep ten years for now.

Steven moved to adjourn at 5:58. Carl adjourned meeting

Rob will follow up with council on doodle poll for meeting

Kari will book community room for forum meetings

Kari will put document for review into council packet, provided by Carl and Jed

Carl will work on something for membership