

APPROVED

Bylaw Committee meeting  
5/14/19  
4-6pm  
HMC Community Room

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

Carl began meeting at 4:03. Began with review of agenda. Asked about minutes from 4-23. Steven had correction to make. Will email to Rob for typo correction. Minutes otherwise approved by all.

Discussion moved to format for something to present to members and to council. One unified draft could be presented to membership at special meeting. Some things possibly not high level enough for members to take special vote on, could be decided by council. Other topics considered more substantial and higher level, there may be push back from members, some might strongly object to those.

Carl proposed as a way to move forward, break things out into one main revision of bylaws for vote and then deal with other issues as amendments to that if larger revision passes. Steven suggested moving forward with something that will meet with least amount of resistance. Carl suggesting taking controversial items out and have them voted on separately. Steven agrees with that suggestion. Scott agreed that they need to see how things go. Also might feel that there is not enough participation in public member forums. Would there need to be more of them? If there is a lot of feedback, would there need to be more?

Scott suggested working towards substantive change to the bylaws, keep in all of the work, and have that voted on, does not recommend going through process Carl suggested. Stephanie noted bylaws could be voted down because of one controversial provision. Scott noted work can be done to make sure a lot of people are not against any one particular provision.

It was proposed to have votes on different sections of the bylaws. Can have one document for people to vote up or down, or can parcel out certain items and have separate votes for those other items. Scott noted that they will have a much better idea after member forums. Will present as much as possible by the time the forums happen. Then can proceed from there based on what happens at forums.

Kari noted some have been uncomfortable with bylaw in the past. May want to identify people from past bylaw conversations and call those ppl to let them know about these forums. Action item, to call people who might be interested in topic.

Committee will post on Front Porch Forum about bylaw forums. Tabling will be done by committee before forums. Stephanie could post on FPF Calais. Jed could post in South Burlington. Scott could do East Montpelier. Scott could ask the Levines to do Middlesex. Rob

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could do Waterbury. Action item, draft of FPF post will be created and committee can review at next meeting then do posting.

On 20<sup>th</sup>, 8 or 9 council members will be at meeting with bylaw committee. Mark suggested committee ask council to focus on things that are controversial or most challenging. Jed noted concern about how much committee can accomplish to have draft ready by 20<sup>th</sup>. Asked if council expects finished document on 20<sup>th</sup>. Kari's feeling is no. Scott noted council is looking for what are the controversial items.

Steven noted document still hard to follow. Would be good to have electronic version with old document and new document side by side so it's easier to follow process of changes. Need way to communicate in a short time all of the work that has been done over past months. Scott advised not complicating things too much, noted red line version of document is helpful. Kari noted good to have clean version of revision with description of formatting changes, things that have been changed/updated in bulleted list. Tailored to both people who need all the details and information and those who don't. Provide chance for them to go back and map out changes or see changes, if they want.

Stephanie noted concern about timeline. Still issues that committee hasn't agreed on. Carl noted forums will help with that. Stephanie noted seems like we're far from where need to be.

Committee returned to review of changes. Started with Article 4

4.1 delete third paragraph, agreed upon by committee.

4.2 note that governance policies will not be in the appendix but it will be in the handbook

Article 5 has no changes

Article 6

6.1 no change. 6.2 agreement on new version. 6.3a word "place" needs to be deleted. 6.3b question of striking the sentence about council shall establish the time and procedure for voting. Agreement to strike that sentence. 6.3c question of adding 90% threshold needed for changing agenda items voted on at a meeting, changing that level of consensus for any votes. Question of is that too high? Should it be lowered to 75%. Meeting warning could include that amendments may be made from the floor during meeting. Carl proposed this issue should be taken to council. Straw poll of group, will change to two-thirds consensus and will apply to any vote at a meeting.

Stephanie raised question about voting table, where it says dissolve the cooperative, requires two thirds majority and requires attendance at a meeting. Block about selling assets of co-op says it can be done by paper ballots. Question raised about whether there is any difference between selling all the assets of the co-op and dissolving the co-op. She believed if either one, should require a meeting. Carl offered that they are different, selling assets does not necessarily equal dissolving. Kari agreed that they should all be treated the same way. Carl proposed leaving the table as is and leave it for further interpretation in future years. Stephanie

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did not agree, believed it important issue. Voting on selling off assets of cooperative should be done at a meeting, she believed. Steven supported idea of leaving it as is for the time being. Scot noted making sure to bring this issue up at forums at council meeting.

Block in table that refers to electing council members, also in the text of 6.3, may be redundant. Should be taken from one place or the other. Will be taken from text, only be in table. Information will be added to table about voting for council starting at annual meeting. Question raised, should table include information about what length of term winning council candidates will get. Carl will find language so committee can see if it makes sense in table.

6.5 agreement on new section as is. 6.6 question raised about meeting facilitation, agreement that it does not need to be added.

7.1 agreement on new version. 7.2 need to look at document prepared by Stephanie. 7.3 agreement on new version. 7.4 revisions will be discussed later. Article 8 will be revisited for section on patronage refunds

Section 3.2, Steven proposed language for making sure effort is made to fill vacancies when council member drops lower than nine members. Scott recommended not adding this language. Carl noted it avoids confusion that bylaws allow for smaller council for undetermined length of time. Will be considered more in future.

Committee returned to discussion on executive session and Stephanie's revisions to proposed language. Discussion returned to topic of council retreat and whether or not it should be executive session or open to members. Stephanie believed anything about co-op should be open to members. Kari noted they are not business meetings, no decisions are made and the point of the retreat is to be more open and creative than in formal council meeting. Steven proposed that retreat is just for discussion and any decisions, voting, business procedures are kept for next council meeting. Stephanie noted that it's a member owned organization, council represents members and members have a right to know what is being said about the organization, what the discussion is. Sue supported the idea of council having a chance to collaborate and talk without members knowing what they are talking about. She added, council was voted for by members, members can have faith in what council is doing.

Carl tabled discussion till later as time was at end of meeting.

Before adjourning, check in about timeline. Believed no need to schedule an additional committee meeting. Carl will work on something to present to council on 20<sup>th</sup>. Carl will chair meeting with council on 20<sup>th</sup>. Will send out info to council by Thursday.