

APPROVED

Bylaw Committee

6/11/19

4-6pm

Present: Kari Bradley (GM), Cheryl Conner, Billy Donovan, Carl Etnier, Scott Hess, Steven Farnham, Stephanie Kaplan, Rob Barossi (Note Taker)

Carl began meeting at 4:09 with review of agenda. Asked for suggested changes. None were proposed.

Carl noted Billy Donovan, Co-op member has joined meeting. Asked for comments, if any. Billy did not have any initial comments.

Carl asked for approval of minutes from last meeting. Asked if anyone had a concern. Scott motion to accept. Sue seconded. All in favor. Minutes were approved.

Subcommittee agreed to meet with Matt Levin, member-owner, is on HMCCF committee as chair. Is involved with working on VT Democratic Party bylaws. Has notes and comments, would like to meet with subcommittee and offered times. Carl will meet him. Kari as well. Scott if he can.

Carl moved to topic of timeline. Carl proposed that committee meet as a whole after first round of input including first round of forums, go over feedback today and at next meeting, June 25, process feedback as committee then have subcommittee put together clean draft of bylaws, explanation sheet, order of voting on things, with goal of putting on more forums over the summer. Also go to council on July 1 meeting and give them update. Nothing to approve or warn for members right now, but expect something by August 26 meeting for council to look at and possibly approve. Committee would meet at least once in July and once in August.

Carl noted the committee will need to meet and talk about what has been heard and what has happened at forums before making clean draft. Nothing would be sent to the council to review in July but they would be given a progress report. Kari noted July 1 good time to talk to entire council.

Kari raised question about Carl's proposal to set aside issue of voting and look at that later, separately. Carl noted that it may be too much to focus on voting issues, might lose sight of everything else or the bigger picture, because of too much focus on the voting related issues. Recommended two-step process, so that everything else not voting-related could be focused on and then deal with voting-related issues later. Scott noted we could just do it all at once, could lose enthusiasm if the process is prolonged. Carl encouraged committee to think on it and decide later.

Member voting procedures, question about if "attending meeting" means in person? Carl noted does voting electronically at a meeting need to be in bylaws? Does it simply need to say "vote at member meeting" with details mentioned elsewhere?

Comment about need to clarify voting procedures when having voting at meeting and proceeding after the meeting and not being able to amend or change the ballot. Changes possibly could be allowed but with the changes being warned, would have to be warned again and vote done at a later time.

Stephanie noted that one of the advantages of having a meeting is the debate and discussion, which can lead to amendments. Kari noted that if something changed and another warning needed to be sent out, would be expensive and confusing, potentially. Billy noted the way things are set up, this would only be an issue for two topics, selling assets and dissolving co-op, not same for smaller issues.

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Carl noted it says in table that election of council members can start at a specially called meeting, raised question of if that is correct. Should council members' election be able to begin at special meeting, rather than only at Annual Meeting? It would be if council seats needed to be filled unexpectedly, instead of appointments. Language will stay, allowing for special meeting to be utilized to elect new council members.

Billy raised question about members approving material expansion. Are they approving for the co-op to expand or are they approving a specific proposal? What are they actually voting on? Stephanie raised question, if something comes up, has to be done quickly, at what point does it go out to members to have a discussion about it? What if there's not time? Kari raised question, could a vote be more theoretical, not necessarily attached to a specific case, something that is more vague or general, whether or not members would support a certain type of expansion or change, without specifics necessarily. Kari noted we don't know the members' feeling about that, if they want to give the Co-op the power to do that or want to relinquish some of that control to the council.

Stephanie raised question that council members have voted on something but couldn't talk about it because of one voice policy. Need to be able to know how council members voted on things. Stephanie proposed that council minutes should state the vote of each council member, should record votes of particular people. Scott noted it's not a strict rule but meant to show a united front among council. Is positive for council to speak as one but council are allowed to speak about how they voted individually. Scott raised, should it be in bylaws or should it just be presented to council? Billy raised question about bylaws vs. policy governance. Council can change policy governance any time they want, much different than bylaws. One council to next can change their interpretation or the actual policy.

Steven raised question about member petitions, can members have a vote at the Annual Meeting instead of a petition, vote among members present rather than paper petition of signatures. Carl noted it would have to be warned, if there is a vote at the meeting.

Question had been raised about allowing executive session for legal action discussions. Committee considered adding legal action allowance for executive sessions. Kari provided some comments from consultant regarding executive session. Stephanie disagreed with consultant's comments.

Steven raised question, can retreat be such that no decisions are made but anything that needs to be discussed and decided upon can be brought to next council meeting. Discussion is made public before the council makes a decision at a meeting, so members can be aware of discussion taking place. Stephanie believed that members have the right to hear the discussion at any meetings, all meetings should be open to members and members should be able to hear discussions. Kari encouraged that board should be able to have one opportunity during the year to think and discuss openly without having everything recorded and scrutinized. Has to be a certain amount of trust in the board.

Carl offered compromise that language be kept as it is, planning part of retreats is not part of executive session but team building is, council can decide that they want to have the entire meeting not recorded, both parts. Scott noted may be tied to issues related to past and mistrust of the council in the past. Steven noted we should figure out what is best for us and do that regardless of what other co-ops do. Carl noted committee is not at consensus and not going to have that today, asked to move on and present options to members for this issue.

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Feedback from forums, to keep council quorum at 5, to encourage council to fill open seats. Kari noted council has not had history of not wanting to fill those seats. Steven offered compromise that quorum will consist of five or the total number of current council members, whichever is less. Would need full attendance but could still do business. Committee agreed with making that change and seeing what additional feedback occurs.

Issue of member to member communication. Kari noted that you can't force members to communicate, you can offer a forum for that but can't guarantee that they will actually communicate. Cheryl raised question of what would these forum looks like, would they be in person meetings, once a week, something that is not online? Carl asked about current proposed new language. Noted that feedback has included request for something more specific. Cheryl noted idea of having a member volunteer act as a facilitator of the member discussions. Billy added this is operational and the specifics of this could be worked out over time, could trust in it being worked out. Carl noted it doesn't need to be more specific in bylaws. Sue noted what is desired is simply a place for members to share ideas. Stephanie added that does not appear to have been a priority in past and it's important for something to be done about that.

Carl asked about current proposed language on this issue in the bylaws. Asked if anyone wants to change. No one wanted to change.

Carl noted that compensation issue can wait until after meetings with union and managers.

Not a lot of support for including cooperative principles in the bylaws. Could be incorporated by reference only. Steven recommended just referencing whatever is current and leaving it at that. Cheryl noted that if principles are left out, there could be discussion in the future about the principles, what they really mean, do we create our own principles, community-created. Would leave them out in the name of some future discussions.

Carl noted that proposal is to have the mission statement included, leave out the cooperative principles and leave for the future to have a community discussion around the principles, which could also include the mission statement.

Question of family memberships considered and tabled for future discussions.

Kari had to leave at 5:45. Will schedule meeting with Matt Levin.

Question raised about council terms expiring at adjournment of the annual election. Had changed to completion of annual meeting. Now will change to completion of annual election.

Agreement on adding prominent public view to bylaw section regarding meeting information, must be posted in prominent public view.

Carl returned to timeline discussion. Next meeting, will finish going through first set of feedback. Encouraged people to look at consultant's feedback. Bring further feedback from forum tomorrow and meeting with Matt Levin and meeting with union and management. Next meeting on the 25<sup>th</sup> of June.

July, Carl asked about meeting schedule. 2<sup>nd</sup> and 4<sup>th</sup> Tuesday? July 9<sup>th</sup> and 23<sup>rd</sup>. Can also appear at July 1 council meeting.