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Hunger Mountain Co-op
Bylaw Committee
5/28/19
4-6pm, Co-op Community Room

Present: Kari Bradley (GM), Cheryl Conner, Jed Davis, Carl Etnier, Scott Hess, Stephanie Kaplan, Sue Zekas, Robert Barossi (Note Taker), Steven Farnham via GoToMeeting

Carl started meeting at 4:08

Steven had gone through minutes and provided corrections. Carl asked for other comments. Robert had sent corrected minutes to group.

Carl asked for feedback on forums. Kari noted we have an hour, need to focus on what people want to hear about. Focus them where we think most salient points are. Things they need to know, need to be informed about, opportunities for feedback. List committee members on materials. Stephanie asked who would run forums. Kari or Carl? Scott can do June 12. Carl will check his schedule, may be available for all of them. Stephanie asked if council are being asked to attend. Cheryl believed it was good idea. Carl noted could be good to show committee's work as separate from council. Scott and Steven would be there, should other council members be there, Scott asked. Carl noted it could be made clear that other council members have not been involved with whole process.

Jed asked about committee presentation. How long? Kari noted intro should be no more than 15 minutes. Could present a topic area and then open it up for discussion, then move on to next topic area. Similar to meeting with council members, each topic area given a certain amount of time for discussion. He suggested prioritizing the issues that are absolutely wanting feedback from the forums. Focus on the issues that most need discussion and feedback. Could possibly determine that at end of today's meeting.

Stephanie noted could have more forums during the summer, if there is request from people for more forums or need for more forums. Scott noted benefit of having more forums and good to offer more. Stephanie noted it took a while to find information about forums on the website. Committee would like to see something on the front page/homepage, consider it to be important and should be on front page.

Stephanie asked about people tabling about bylaws during Truckload Sale. Has been policy in past for tabling not to happen during the sale. Carl asked about could there be a sign about the forums during the sale. Scott noted something could be placed by truckload sale tent outside. Carl noted having something by the truckload items table inside the store. Kari said the committee is welcome to table during sale, suggested against Friday. Cheryl will do Saturday 9 to 12.

Carl began discussion of one-page document to give out. Cover page for council members too much for people coming to forums. Carl suggested boiling that down to bullet points, the most important changes, then have available what was given to council. Committee agreed with that approach. Carl will turn cover page summary from council meeting to one-pager, with more details available upon request. Cheryl and Stephanie agreed to work on one page document. Carl noted should have this by the time tabling happens this weekend. Cheryl and Stephanie will try to have for when Stephanie tables Thursday.

APPROVED

Kari had sent FPF blurb to committee to make sure everyone is ok with it. Committee will work to send out posts. Staff will post updated documents on the website when the documents are finalized. One-pager will possibly be done by tabling this week on Thursday. Also have a new revised draft for Thursday. Steven and Carl will work on that. Can go on the website and then eNews blast that has link to blog that has revised draft link.

Carl asked about meeting separately with union membership regarding pay transparency. Kari suggested not changing pay transparency in bylaws without talking to union and with management. Kari noted possibly scheduling a meeting with staff to discuss this issue, and noted he would ask union leadership if they would want to have this meeting. Cheryl and Stephanie and Carl all said they would attend this meeting. Doodle poll for Stephanie, Carl and Cheryl. Scott mentioned timing of that meeting in relation to forums, need to keep that in mind. Kari will send a doodle poll to the three committee members then work with union leadership about if they are interested in talking, then move to talking with managers.

Kari asked about if there would be slides, or some kind of presentation at forum. Could have Elly Wood create flipchart. Carl noted need to keep track of people's comments, possibly note taker or writing on flipchart. Kari noted that screen will be taken with remote participation. Carl suggested flipchart to capture comments. Cheryl volunteered.

Carl moved to substance of revisions. Took vote among committee to gauge support of changes.

1.2 purpose and mission, in bylaws? 5 voted yes in bylaws. 1 voted not in bylaws. Steven undecided, abstained from vote. Scott noted people are happy with mission and council did a lot of work with it. Mission could still be changed. Scott not feeling strongly enough to block. Committee votes to propose to put it in draft to present to members. 1.3 principles and values, Stephanie noted that some could be shortened. 2 voted yes in bylaws. 2 voted yes in bylaws with changes. 2 voted not in bylaws. 1.4 business office, no objections to including it.

2.6a comments on executive section, no objections to making proposed change, moving details about executive session into article 7.2.

Duty to communicate in bylaws, Stephanie suggested changes, suggested adding "regular" before "communication" so it is that Co-op must facilitate regular communication between members. Scott asked about posting of minutes, does that satisfy requirement? Carl suggested using word "regular." He asked about addition of "regular" and keeping rest of sentence as is. 6 votes for yes for including it. Cheryl and Stephanie suggested "ongoing". Jed noted shouldn't be mandated that there has to be a newsletter. Carl noted that already in bylaw that there will be a newsletter. Committee determined that this issue needs to go to the members for discussion.

Carl noted council members uncomfortable with highest vote getter chooses number of years they serve. Steven in favor of language that presently exists. 5 votes in favor of keeping it. Scott would like to see language changed, if more than three positions, that person should have latitude to choose the length of the term. Scott not willing to block consensus.

Carl noted that council members had general consensus that bylaws should specify nine council members but quorum is met depending on actual number of members present. All in favor of keeping the revised language as currently drafted for consideration. Right now, says 5 to 9. Carl asked if there should be provision that council can't do business with fewer than 5 members. Kari noted if council

APPROVED

doesn't have enough members to act, who is in charge? Management would be in charge. Steven asked what if entire council resigned, is there a means by which council would be reconstituted so the business can still exist without the council. Could have special meeting of the members with special election. Carl noted we can bring in consultant to advise on this issue. Can tell members that this is something committee will continue to work on. All agreed with that.

Carl moved to discussion of draft revisions.

Section 7, discussion of executive session. Stephanie had sent new documents to committee to consider. Lists reasons for which executive session can be called. Question of whether or not to use the word "substantial". Other text was revised after last committee meeting. Also added portion about retreat and having a certain portion of that as executive session, to resolve controversy about what to do with the council retreat. Scott noted council members had been unanimous that they should be able to have a private meeting. Stephanie noted we need to hear from members about that.

Kari asked if new text covers full range of legal issues. If Co-op were sued by a customer, for example. Carl asked if Kari would check in with legal representation about this new proposed section. Carl noted this section will be put into proposed bylaw draft and covered in forums with members. Will also check with consultant about this section.

Carl moved to document Stephanie sent out about access to information and exceptions to access. She had sent new language about what would be excluded from public access. Provides list of what not accessible. Carl noted possibly changing it to all personnel records of co-op employees, Stephanie agreed, will change language. Scott noted whole section may not be necessary. Kari noted uncomfortable with sharing certain vendor information. Stephanie noted it may contradict the section above it. Currently seems to attempt to limit the section above. Carl noted that 2.6b could be information access with 2.6c as continuation of the same paragraph. This language will be in draft and feedback will be acquired from experts.

New section 7.4d, text about staff representative and council members who are voted onto council and are regular council members. Cheryl asked if text is redundant. Steven asked if should be clarification on how those council members could or might be excluded. Scott noted that should be left up to council. Carl added that can be voted on.

Kari noted there may be change in unclaimed assets process, may not have to turn over to state the equity of members who have not shopped in three years or more but are fully paid. Kari noted that may not need to be addressed in the bylaws. Carl noted it can be mentioned at forums but still an issue being investigated.

Carl moved to section 8, has not been worked on a lot by committee. 8.2 had not needed any change. 8.3 on patronage is lengthy as currently written. Kari noted language had been provided by accountant to better summarize patronage section. Kari will send that language to committee to review and be put in proposed draft.

Stephanie noted that council members supported idea of starting voting at a meeting and then proceeding after meeting. Would be nice to have member communication set up so that problems of past don't happen again when members did not have way to communicate. Scott asked, what should be

APPROVED

done? Stephanie advised that something should be set up so members could communicate with each other.

Cheryl advised doing an email blast after forums summarizing what was discussed. Stephanie recommended something also ongoing. Scott noted after forums, could have other forums, not necessarily for bylaws, for further discussions. Jed asked, what in past would have been satisfactory to help with communication. Stephanie said it would have been good to have a place where she could communicate her concerns to everyone and have people read that and be able to respond. Scott asked if members could do that themselves, could be separate, member-run, but could be publicized by co-op. Stephanie believed co-op should sponsor it, would be helpful to have that available for this round of bylaw changes.

Kari noted that council had made suggestion about all voting issues starting at meeting and extended after meeting. Stephanie noted that should be put to members for discussion.

Cheryl asked to talk about what priorities should be, for one-page document. Meeting rules, what can be voted at a meeting or not, what length of time for voting after meeting, executive session, compensation transparency, voting mechanism and timing, whether to include mission statement/principles in bylaws, number needed for amendments/requiring 2/3 versus ninety percent or a simple majority depending on type of motion, number of council seats/what constitutes a majority, organization of bylaws/formatting, signature requirement for special meeting.

Steven noted having pre-made forms at forums on which people can write down their concerns, suggestion/comment forms. Committee agreed that is good idea. Robert will create suggestion/comment card.

Staff will contact and invite members to forum

Staff will advertise forums during TLS

Cheryl will table on Saturday, 9 to 12

Cheryl will draft one-page summary

Carl and Steven will update draft bylaws

Email blast will be sent out by staff with link to new draft bylaws

Cheryl will be note taker at forums unless not available

Kari will send out Doodle poll to Stephanie, Carl, Cheryl to meet with union leadership

Kari will ask consultant about minimum number of board members

Kari will ask council and consultant about executive session text

Kari will draft language for unclaimed assets section

Kari will send recommended language of patronage

Staff will add something to website homepage page about forums

Meeting adjourned at 6:02