

Bylaw Committee Meeting

4-6pm

9/10/19

Community room

Present: Carl Etnier, Jed Davis, Steven Farnham, Stephanie Kaplan (note taker), Sue Zekas, Scott Hess, Cheryl Conner via Go To Meeting

Kari Bradley was not able to attend. Rob Barossi has left the Coop so Stephanie agreed to take notes for this meeting.

Carl sent around the link to the latest Google doc that the Committee has been working on. The members took turns reading sections out loud, starting with section 3.5. Stephanie suggested that the standard for being removed from the Council should be somewhat heightened from just “contrary to Council policy,” so someone couldn’t be removed for a very minor infraction. Discussion ensued and it was agreed to leave it as is since majority of members felt the  $\frac{2}{3}$  vote requirement would be an adequate safeguard from that happening.

Carl suggested changing the heading of 3.5 to Removal of Council Members. Everyone agreed.

Section 4-Officers. Discussion about role of the treasurer. Cheryl suggested that state statutes probably have language about the fiduciary duty of Council members. Stephanie said she would look it up to see what she could find about that.

Discussion about clarifying the vice president’s duties. It was resolved by the general statement that the vice president shall assume the president’s duties in the president’s absence.

One of the duties of the president is to “represent the Council to outside parties.” There was a discussion about what this means, and whether only the president, or any Council member, may represent the Council to outside parties. It was decided to leave it for now and talk it over with Kari at the next meeting he attends.

Article 5, Section 5.1 - Power to establish committees. There was a brief discussion about who can be *ex officio* members and it was decided to leave it as is.

Article, Section 6.2 - Special Meetings. Revised to add that special meetings as well as the annual meeting will be held in Washington County.

Section 6.3(c) - Voting Method by Issue Type. This merely reiterates what's in the table. Discussion about whether the footnote belongs in the bylaws and it was agreed that it doesn't, so it was deleted. An introductory sentence was added that refers to the table in Appendix 1.

The next meeting of the Bylaws Committee will be the fourth Tuesday, September 24, from 4-6 p.m. and the Committee will continue on the second and fourth Tuesdays of each month until done.