

## Bylaw Committee Meeting Notes

10/15/19

4-8pm

Community Room

Present: Jed Davis, Carl Etnier, Stephanie Kaplan, Sue Zekas, Scott Hess, Kari (note taker), Steven Farnham (joined at 4:22pm)

Notes from previous meeting approved unanimously.

Discussion of Council retreat language drafted by Kari and Scott draft 7.4 to be presented to members as a possible separate amendment, agreed to add language prohibiting formal votes and binding action at retreat, may want to incorporate retreat exception into 7.2

Began review with Article 8.1. no change

### 8.2-Indemnification:

- removed final sentence which is not useful.
- Discussion of whether Council member can hire own attorney and be reimbursed
- Considered Brattleboro Co-op's highly detailed language
- Suggestion to leave language as is and forward Brattleboro language to Council with suggestion for them to develop a policy regarding how to handle such situations.

8.3 Patronage Dividend- change to "Patronage Refund" throughout

### 8.4- Equity Payments

Remove sentence about equity allocation

8.4b remove "capitalization share account" and/or change to equity, Several minor edits for clarity

Discussion of next steps in process:

- November 5- next committee meeting 4-6: schedule 3 forums
- Annual meeting- Council provide summary, timeline to members
- January member forums: GoToMeeting option, signboards
- Encourage Matt Levin to review
- Committee finalize recommendation
- Special Council meeting (note 3 new Council members who may not be familiar with bylaws and update process)
- Legal and copy editor review

Discussed proposing revisions to Articles of Agreement

Reviewed miscellaneous issues

- Financial disclosures- Kari described policy providing general ledger level, "appropriate staff"

- Role of president- add represent co-op to outside parties
- Role of treasurer- no guidance from VT statutes

#### Finalized Section 2.5 (b) Co-op Information

#### Other Topics for Possible Separate Votes

- Removed language that could prohibit paper/electronic votes
- Voting procedures at Member Meetings that are legally changeable
  - Changes to Articles of Incorporation
  - Changes to the Bylaws
- Voting procedure dissenting from the committee's recommendation
  - To materially expand building structure
- Agreed to explicitly open Council meetings to the public, not just Members
- Transparency of compensation
  - Stephanie will draft something for next meeting

Next meeting will be Nov 5<sup>th</sup> from 4pm-6pm (Guy Fawkes Day!)