

Bylaw Forum Notes

1/11/20

Present: Stephanie Kaplan, Carl Etnier, Jed, Steven Farnham, Diane Stark, Nancy Ellen.

Note taker: Rowan Sherwood

It was explained that the main body of revisions would be voted on in the main vote and more contentious issues would be voted on as separate amendments so as to hold up the whole process with the more controversial issues.

Jed thought that a clear table of contents would make the Bylaws more approachable.

The idea of Family Memberships was raised once again. The committee will consider it.

Term limits for council members were discussed. It was put out there that limits should be shorter than the current 10 years, like maybe 4 years. It was recognized that there is a balance between the value of institutional memory and fresh perspectives.

Transparency of employee salaries was brought up. The approach to this question is being explored by the council.

Someone wanted to know how it was decided that only ½ of the potential patronage refund is distributed. There is a legal requirement for a minimum of 20% to be given back. No one was quite sure how the current percentage was decided on.

1/15/20

Present: Stephani Kononan, Doni Cain, John Rosenblum, Michael Levine, Stephanie Kaplan, Kari Bradley, Scott Hess, Lisa Rochelle, Jess Knapp, Billy Donovan, Grace Gilbert, Kristi Smith, Leo Ormiston, Jay Wisner, Andrew Sullivan.

Note Taker: Rowan Sherwood

There was some discussion about how we decide what is voted on with what process. A chart in the Bylaws lays it all out. The only proposed change is that voting begins after annual meeting in order to give people a chance to meet candidates beforehand and discuss issues as a group before making decisions.

Several members would find value in having a regular venue for members to meet and discuss issues, a place where they could communicate with one another. Some suggestions were an online forum, or a member newsletter with letters to the editor.

This led to a discussion of whether the council retreat should be held in executive session. It was the general feeling of the group that maybe the time could be split between closed, team building time, and open time for discussion of relevant issues.

John Rosenblum had ideas/questions about council composition. He thinks the Staff Rep should be a voting member, and that there be a requirement to have staff members on the council. He wants to see a breakdown of power between staff and management along the lines of holocratic organizations.

Lisa added that she does not think that staff are treated as well as members and feels very strongly about transparency. She'd like to see a transparency article in the bylaws and wants to know how managers are held accountable. She'd like to see managers held accountable for losses in their departments.

It was noted that some concerns about power dynamics are not bylaw issues and could be discussed elsewhere.

There were some questions about the clarity of the language around possible expansion. The words "materially expand" do not make it clear whether it would include the purchase of a new building or land – would the same voting parameters apply to these types of purchases?

Bernie von Trapp had a few points:

He would like the co-op to adopt the precautionary principle. He would like us to address the moral hazards of some of our practices. He would like members to receive as much emphasis in decision making as the council. He said something about addressing conflicts of interest. And there was this statement: "The co-op should study anything that is mutually exclusive in the outreach that is financial."

John had some specific recommendations: Section 3.2a – delete "only 2 employees on council."

3.2c change it so that the staff rep is a voting member of the council.

5.2c – the executive committee should have a voting staff member

7.4a staff member and a member should be invited to council retreat.

7.4c – remove

Andrew noted that it sounds like what John is proposing is a shift to a workers cooperative. He thinks the council should be evenly split between 3 members, 3 staff, 3 managers.

John pointed out that the bylaws make it difficult to expand – could we change that?

Billy suggested including the mission in the bylaws.

Michael cautioned against very specific language in the bylaws – it's meant as a broad governing document.

An online participant agrees with John's council composition comments.

Jess had the idea to make it easier for council members to lobby legislators on members behalf.

Billy doesn't like the one voice policy.

Jay added that the council has a fiduciary responsibility to the co-op.

Stephanie wants to be more member oriented. She appreciates Kari and understands that the council often defers to Kari in areas they do not have expertise.

Bernie thinks the language around the patronage refund needs to be more clear.

January 22, 2020

Present: Carl, Pat Siergiey, Michael Duane, Scott, Steven, Sue, Billy Donovan, Olivia Dunton

Note taker: Kari Bradley

Carl introduced the topic and described the history of the process.

Discussion of whether a strike-through version is necessary or helpful.

Carl clarified that they intended to hold one vote for a basic version with additional votes for the more controversial items.

Michael raised concern about when multiple votes becomes too many for people.

There was a discussion of how the committee has addressed the most controversial aspects of the past proposals, those having to do with member voting. Committee members discussed how they plan to address those past concerns.

There was discussion of how the Co-op might facilitate ongoing communication from and among members as contemplated by the proposal. Billy advocated for a member-controlled newsletter with resources from the Co-op.

There was discussion of whether the committee will reach consensus on a proposal. The Other Items on page 9 and 10 have not been decided.

Billy advocated that the Council be in charge of hiring legal counsel and oversee access to the attorney. Michael clarified that the Co-op's lawyer represents the organization according to the professional code. Typically it would be up to the Council and manager to oversee those resources.