

HMC Bylaw Committee Meeting Notes

January 22, 2020

Present: Scott Hess, Carl Etnier, Sue Zekas, Stephanie Kaplan, Jed Davis (by phone at 7), Steven Farnham, Kari Bradley (notes)

Nov 12 committee meeting notes were approved.

Stephanie raised topics that came up at the forums: employee board seats, voting on expansions, family memberships. Kari described the member engagement process results in 2007 on the family membership. Carl suggested recommending an advisory vote for the council to explore and the committee agreed.

It was decided not to address the employee representation on Council topic at this time.

Jed recommended creating a list of topics for possible future bylaw revisions. Members agreed this is a good idea.

On the topic of clarifying “materially expand the building structure”, the committee voted to add this topic to the list of possible future topics.

Committee decided to add language so that Council elections decided by top vote getters.

It was clarified that amendments are possible only for items to be voted only at meetings, not by Australian ballot. Steven suggested adding a row to the table addressing amendments. It was suggested to reorder the voting topics and to number them to correspond between the text and the table.

Carl suggested removing the table from the bylaws proposal and using as a reference tool. His concern is that if there is any difference in interpretation between the table and text, it would be highly problematic. This was agreed to.

The committee accepted the patronage refund language recommendations.

The committee reviewed the list of Other Topics for member consideration in 2020 special meeting:

- Decided to retain proposed change to Articles of Incorporation/Restatement
- Decided not to propose any of the additional changes to voting requirements
- Decided to leave in compensation transparency proposal.
- Decided to include council member expression as amended.
- Decided to leave in alternative retreat language.

Committee discussed next steps. Carl will update document, Stephanie will review and Kari will forward to the Council. Kari shared some of the process steps for the spring leading up to a special member meeting tentatively planned for May 18.

