

HMC Bylaw Committee Notes

February 11, 2021

Video Conference

Carl, Scott, Sue, Stephanie, Jed, Steven, Eric (late), Kari (notes), Billy Donovan

Carl called the meeting to order at 4:30.

Public comments: Billy asked if Scott is still on the committee and it was confirmed that he is. Billy asked Eric what the council position is on legitimacy of an electronic vote on the proposed bylaw changes. Eric responded that the Co-op will follow statutes and our bylaws. Billy argued that an electronic vote would not be allowed. Eric said the Council position is clear: that we must follow statutes and bylaws. Billy emphasized that the Council needs to address this. Billy asked Carl to weigh in and Carl said that he has already stated his position. Stephanie stated that we're not talking about having electronic voting but rather the thinking has been to have the vote conducted at a member meeting even if done remotely (with many pre-meetings). Steven clarified that if the bylaws are silent on an idea, it doesn't necessarily mean that it is prohibited. He said that there are different interpretations of the issue and he has confidence in the committee's interpretation.

Kari summarized the information documents needed for member engagement prior to a vote. Stephanie suggested there needs to be a way for members to be able to ask questions and get answers in addition to at the informational meetings. She and Sue suggested a method for members to submit questions or comments. It was decided to create a bylaws@hungermountain.coop email that would be forwarded to all committee members. An autoreply will notify the sender that their comment will be considered and responded to and Scott, Sue, Stephanie and Carl will handle the responses.

A member mailing was discussed. Should we mail a postcard or something more substantial? Either way paper copies of all relevant documents will be made available for those who want.

Other ideas: tabling, other radio, Front Porch Forum

The committee is not thinking there would be a redline or underline/strikethrough version since it would be incomprehensible. Instead there will be the current and proposed versions to compare.

Eric suggested that the next annual meeting would be an obvious time for the bylaw vote. Carl said that had been considered and ruled out as more discussion would be needed than can be afforded at the annual meeting. Eric said that given the pandemic we are not likely to be able to meet in person and the annual meeting has built-in turnout likely to meet quorum. Steven pointed out that the scope of changes requires at least two hours of discussion. Sue pointed out that the amendments in particular will warrant much discussion.

There was discussion of possible enticements for members to attend a meeting.

Eric asked if the committee would like to set aside the amendments and tackle the base proposal at the annual meeting. This has been considered before and set aside. Jed pointed out that there is value in getting a positive vote although he sees the possible benefits of addressing the amendments at the

same time as the base set of revisions. There was consensus that the entire package of proposed revisions should be presented to the members at one time.

Eric reminded the committee that the council will need to weigh in on this. Eric believes the charge of the committee is to present a plan for a special meeting for council to review and approve. He suggested considering a multiyear process with votes in stages given the pandemic. Carl said the committee needs to proceed with the direction it has received from the council until the council changes the course. There was consensus to go forward as planned.

Carl suggested that a next step could be to plan a special meeting by teleconference and then plan the informational materials accordingly. This would include a detailed agenda and meeting process plan.

There was discussion of the lessons of the last annual meeting. The merits of pre-recorded videos during the meetings were discussed. Allowing members to speak seems important given the nature of the special bylaws meeting. Carl reminded the group of his idea to have a vote about whether there was sufficient deliberation before voting on the actual proposal; this could be done with pre-determined times to keep things on track.

Jed asked if the annual meeting or info sessions could be used to prioritize the articles/amendments for the special meeting agenda.

Jed, Carl, Scott, Steven and Kari will work on drafting a special meeting plan. They will meet at 5:30pm on 2/18.

Stephanie advocated for scheduling a special meeting this spring or summer. Sue agreed that a deadline would be helpful. Carl asked Sue and Stephanie to consider the schedule working back from a specific date.

Billy asked if outdoor meeting was off the table and Carl said it was. Billy asked about the timeline and Carl agreed to send the planning document. Billy had another question about member questions and comments about amendments and meeting length. He had other questions.

Adjourned at 6:04pm.

Meeting schedule: second and fourth Thursday at 5:30pm, next: Feb 25 at 5:30pm