



Special Member Meeting to Consider Proposed Revisions to Co-op Bylaws and Articles of Incorporation

Thursday, May 12, 2022 from 6–8 pm via Zoom

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Moderator: Paul Gillies

Technology Support: Joel Brock

Agenda

Note: Bylaw changes if approved shall take effect at the end of the meeting.

Start	Agenda Item	Who	Description	Length
6:00 pm	Welcome/agenda	Eva Schectman Paul Gillies	Welcome, purpose, logistics, intro moderator, review agenda	5 min.
6:05	Introduction	Carl Etnier	Overview of process and proposals	5 min.
6:10	Voting Instructions and Establish Quorum	Rowan Sherwood	Explanation of voting mechanics, practice vote, establish quorum	5 min.
6:15	Voting Item 1: Amendment to Articles of Incorporation	Carl Etnier	Brief introduction, motion/second, questions, deliberation, vote	10 min.
6:25	Voting Item 2: Bylaw Revisions	Stephanie Kaplan	Intro, motion/second, questions, deliberation, vote	20 min.
6:45	Voting Item 3: Voting Procedures	Steven Farnham	Intro, motion/second, questions, deliberation, vote	15 min.
7:00	Voting Item 4: Transparency of Compensation	Sue Zekas	Intro, motion/second, questions, deliberation, vote	15 min.
7:15	Voting Item 5: Council Member Freedom of Expression	Scott Hess	Intro, motion/second, questions, deliberation, vote	15 min.
7:30	Voting Item 6: Defining Annual Council Retreat	Carl Etnier	Intro, motion/second, questions, deliberation, vote	15 min.
7:45	Voting Item 7: Non-Binding Vote to Develop Family Membership Option	Jed Davis	Intro, motion/second, questions, deliberation, vote	10 min.
7:55	Next Steps/Closing	Eva Schectman	Summary, next steps, thank committee and members	5 min.



Voting Item 1: Amendment to Articles of Incorporation Shall the Co-op's Articles of Incorporation ("Articles of Restatement of Hunger Mountain Cooperative, Inc.") be amended as follows:

ARTICLE IV: Membership

Section 1. Each Member ~~holding a membership certificate~~ shall have one vote in all meetings of Members and elections. ~~Such vote shall be exercised in person and no Member may vote by proxy, provided, that if a Member be is other than a natural person, such member may be represented by any individual, associate, officer, manager, or member thereof duly authorized to vote. No Member may vote by proxy. A Member that is an organization may be represented by an individual duly authorized by that organization.~~

Voting Item 2: Bylaw Revisions Shall the Co-op's bylaws be revised as presented in the Hunger Mountain Co-op Bylaw Proposal – May 12, 2022?

Voting Item 3: Voting Procedures

If main revisions are approved

Shall Section 6.3 of the Co-op's bylaws be revised as follows:

(6) To amend warned items voted on by floor vote at an Annual or Special Meeting, a motion shall pass if approved by a majority 2/3 of those present and voting; ~~except that amendments to a warned Bylaw revision pass if approved by 90% of those present and voting.~~

(7) To exchange, pledge, mortgage, or sell all or substantially all of the assets of the Co-op, a motion shall pass if approved by 2/3 of the Members voting by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council.

(8) To materially expand the Co-op's building structure, a motion shall pass if approved by 2/3 of the Members voting by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council.

(9) To elect Council members, an election shall be held by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council. In the event that terms of different lengths are to be filled, the candidates receiving the most votes shall be assigned the longest terms.

If main revisions are not approved

Shall Article V.2 of the Co-op's bylaws be replaced with the following language? (The strikeouts and underlining indicate substantive changes from current procedures.)

(1) To change the Articles of Incorporation, a motion shall pass if approved by 2/3 of the Members present and voting at an Annual or Special Meeting by floor vote.

(2) To change the Bylaws, a motion shall pass if approved by a simple majority of the Members present and voting at an Annual or Special Meeting by floor vote.

(3) To dissolve the corporation, a motion shall pass if approved by 2/3 of the Members voting at an Annual or Special Meeting by floor vote.

(4) To merge or consolidate the Co-op with any other corporation or entity, a motion shall pass if approved by 2/3 of the Members present and voting at an Annual or Special Meeting by floor vote.

(5) To conduct other business, a motion shall pass if approved by a simple majority of the Members present and voting at an Annual or Special Meeting.

(6) To amend warned items voted on by floor vote at an Annual or Special Meeting, a motion shall pass if approved by a majority 2/3 of those present and voting; ~~except that amendments to a warned Bylaw revision pass if approved by 90% of those present and voting.~~

(7) To exchange, pledge, mortgage, or sell all or substantially all of the assets of the Co-op, a motion shall pass if approved by 2/3 of the Members voting by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council.

(8) To materially expand the Co-op's building structure, a motion shall pass if approved by 2/3 of the Members voting by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council.

(9) To elect Council members, an election shall be held by paper or electronic ballot, starting at an Annual or Special Meeting and proceeding for 14 days, or longer if determined by the Council. In the event that terms of different lengths are to be filled, the candidates receiving the most votes shall be assigned the longest terms.

Voting Item 4: Transparency of Compensation Shall the following language be added to the bylaws (Article X of the 2012 bylaws, or if the 2020 bylaws have passed, Section 2.6 (c))?

The compensation (range of wages and list of available benefits) for all employee positions at the Co-op shall be provided in writing to any Member who requests it.

Voting Item 5: Council Member Freedom of Expression Shall the following language be added to the bylaws (Article X of the 2012 bylaws or, if the 2020 bylaws have passed, as Section 3.5 Council Member Freedom to Speak Frankly to Members)?

When the Council asks for input or decisions from member-owners, Council members enjoy the same rights of debate as all other member-owners. For other Council decisions, Council members may respond frankly to inquiries about Council decisions or comment on their own opinions on the decision. Council members shall not work to undermine Council decisions, either publicly or privately.

Voting Item 6: Defining an Annual Retreat Differently Than Other Council Meetings Shall the following language be added to the bylaws (Article X of the 2012 bylaws or, if the 2022 bylaws have passed, as Section 7.5 Council Retreat)?

Notwithstanding open meeting and executive session rules, the Council may hold an annual retreat for the purposes of strategic planning and building of interpersonal relationships among members of the Council. The Council may make its retreat open to the membership, and it will provide a summary of topics discussed as part of the minutes from its next regular Council meeting. No formal or binding action shall be taken at the retreat.

Voting Item 7: Non-Binding Vote to Develop a Family Membership Option Shall the Council and staff develop a proposal or proposals to allow family memberships in the Co-op, to be presented to Members as a bylaw change?

