



Frequently Asked Questions

Q: What are bylaws and why are they important?

A: The bylaws are the Co-op's principal governance document. They articulate the members' agreements for how the Co-op organizes itself, including membership benefits, the authority of our Co-op Council and more. Co-ops are required by statute to have bylaws.

Q: Where can I find the current (2012) bylaws?

A: [The current bylaws are always available on the Co-op's website.](#) Also available is the proposed revision, the proposed amendments, and minutes from Bylaw Committee meetings. You can request printed copies of these documents by emailing staff at info@hungermountain.coop or by calling [802-262-3202](tel:802-262-3202).

Q: Why do we need to update them now?

A: The current bylaws are a patchwork of original material and numerous subsequent amendments aimed at addressing various singular needs. No comprehensive rewrite of the bylaws has taken place in at least twenty years. As a result, the Co-op's current bylaws are poorly organized, confusing, and contain inconsistencies that make compliance challenging. The need for a full update of our bylaws was identified many years ago. The proposed revised bylaws are written to be clear and easy to follow.

Q: What process has been used to propose the bylaw revisions?

A: The Co-op Council chartered a Bylaw Committee in the summer of 2018. Co-op members at large were invited to apply, and from several volunteers, four members joined the committee along with two members of the council.

From 2018 through early 2020, the Bylaw Committee met extensively to write the proposed revisions. Since early 2020, the committee's work has focused on bringing the revisions to members for a vote—a process that has been considerably delayed by the pandemic.

Throughout the process, the committee has solicited input from all stakeholders: the council, Co-op employees, and the general membership. Bylaw Committee meetings have been warned, and members were invited to numerous forums to learn more about the process and provide input to the committee. Committee members also staffed tables in the store, to provide information about the bylaw revisions and solicit input. The Co-op's website has a [special bylaws section](#) on the [Council Meetings & Resources page](#), where the committee's work is available.

Q: What are the proposed revisions?

A: The proposed revisions, and an overview of them, are available on the [Co-op's website](#). The main body of the revised bylaws improves organization, clarifies confusing sections, and makes substantive changes that the committee, based on member feedback, determined would likely be approved. The council ratified the proposed changes.

A detailed overview of substantive changes can be found in the [Overview of Changes](#) document.

Multiple votes will be taken at the special meeting on the bylaw changes. The first clarifies a section of the articles of incorporation. The second is on the main body of the revised bylaws, with changes that proved to be uncontroversial, based

on feedback from members. A third tweaks voting procedures for ballot items, while retaining the current division of topics for in-person versus ballot meetings.

Several other topics proposed and discussed by the committee proved more controversial. To ensure that a negative vote on any of these topics will not prevent the adoption of the main body of the bylaws, they were separated out for individual votes. These are: transparency of employee compensation; council member freedom of expression; allowing the council to conduct its annual retreats behind closed doors (i.e., without other Co-op members attending); and a non-binding vote on whether to create a family membership option.

Q: Why does one item involve a change to the Articles of Incorporation?

A: The proposed revision clarifies that voting, as described in the bylaws, may include paper and electronic votes as well as in-person votes.

Q: Why isn't there a red-line version of the bylaws?

A: The Committee created a red-line version of its first draft, and no one found it helpful. The revisions involved both extensive rewriting and moving entire paragraphs to different sections. That made the red-line version incomprehensible. For an overview of the changes, see the [Overview of Changes](#) document.

Q: How will members be informed of and discuss the proposed revisions?

A: The Bylaw Committee, the council, and Co-op staff will conduct extensive outreach to members to understand the changes prior to the vote. This will include a series of meetings, written materials sent to each member, and emails to the member mailing list. Members may send questions to bylaws@hungermountain.coop.

Q: How will members be able to vote on the proposed revisions?

A: The bylaws require that revisions to bylaws be adopted at a meeting of the members. Because of the pandemic, this meeting will be held on Zoom. [Information on attending is here.](#)

Q: Do our bylaws allow us to vote at an online meeting?

A: Yes. The committee consulted two attorneys and the Vermont Secretary of State to confirm that members are allowed to vote in person or remotely at meetings, using real-time technology.

Q: What quorum is necessary to hold a vote?

A: The current bylaws define a quorum of the membership to be 100 members or five percent of the total membership (currently over 10,000), "whichever is lesser" [sic].

Q: How many affirmative votes are necessary to pass the warned articles?

A: To revise the bylaws, a simple majority must vote in support of the motion (Article V.2(a) of the current bylaws). To revise the Articles of Incorporation, a two-thirds vote is required.

Q: Why do I have to attend a meeting to vote on the bylaw revisions?

A: The bylaws require that voting on any changes to the bylaws must be done at a meeting of the members.

Q: Why isn't there a proposal to create a family membership?

A: This subject was raised after the committee had completed its work. Therefore there had been no discussion of the pros and cons among the committee members or the general membership. The question is whether a proposal to allow family (instead of individual) memberships should be developed and presented to members as a future bylaw change. A straw poll on this question is scheduled as the final vote of the meeting.

