



**Council Special Meeting Minutes  
July 25, 2023**

**Present:** Eva Schectman, Jen Porrier, Steven Farnham, Julia Scheier, Catherine Lowther, Ashley Muscarella, Jeff Roberts

**Staff:** Kari Bradley Jay Wisner

[Meeting Recording](#)

**1. Hunger Mountain Co-op  
Emergency employee loan  
program 5:00PM (0:00:00)**

After confirming that a quorum of Council members was in attendance, Eva called the meeting to order to approve a resolution that will update the co-op's emergency employee loan program.

Steven moved "that the Council adopt the Certificate of Corporate Resolution dated the twenty-fifth day of July 2023, authorizing the general manager to modify the Co-op's employee loan program, with the following amendment, that items three and four begin with the words "To the best of my knowledge..."

Jen seconded the motion.

After brief discussion, the Council voted; Ayes, 6, Nays 0, Abstentions 0, Absent 2.

The motion passed unanimously.

**2. Adjournment 5:05PM (0:02:50)**

Eva moved to adjourn. Steven seconded. The motion to adjourn passed unanimously. Meeting adjourned at **5:05PM.**

**The entire amended Certificate of Corporate Resolution, including the resolution itself is appended below.**

APPROVED

CERTIFICATE OF CORPORATE RESOLUTION  
Vermont State Employees Credit Union, division of NEFCU

I, Steven Farnham, the duly elected and qualified Secretary of Hunger Mountain Cooperative, Inc. (the Co-op), a Vermont Company with its principal office in the City of Montpelier, do hereby represent and certify:

- 3. A meeting of the Board of Directors of the Co-op, at which a quorum of the Directors was present, was held in the City of Montpelier on July 25, 2023.
- 4. At said meeting the following resolution, on motion duly made and carried, was adopted and is now in full force and effect:

RESOLVED, that the General Manager of Hunger Mountain Cooperative, Inc., is hereby authorized, empowered and directed to secure the debt of an individual employee of the Co-op to Vermont State Employees Credit Union, division of NEFCU, in the amount of no more than \$1,000 by giving a security interest in the Co-op's Membership Share Account. The total amount of debt secured in this manner shall at no time exceed Ten Thousand Dollars (\$10,000). The General Manager is directed and authorized to execute and deliver all necessary or convenient documents in furtherance of the within resolution, hereby ratifying and confirming any and all prior acts within the scope of hereof.

- 5. To the best of my knowledge, there is no provision in the articles of association or by-laws of the Co-op, nor any vote or acts of the members of the Co-op, nor any law of the State of Vermont limiting the power of the Board of Directors to pass and enact the foregoing resolution.
- 6. To the best of my knowledge, the foregoing resolution is in conformity with the provisions of the articles of association and by-laws, and the Board of Directors has, and at the time of the adoption of the resolution had, full power and authority to adopt the resolution and to confer the power and authority therein stated.
- 7. The foregoing resolution is a true and complete copy of the resolution so adopted by the Board of Directors, which resolution is and has been regularly entered upon the minute book of the Co-op.
- 8. The present officers of the Co-op and the offices respectively held by them are as follows:

President                                    Eva Schectman

Treasurer                                   Julia Scheier

Secretary                                    Steven Farnham

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of Hunger Mountain Cooperative, Inc. the twenty-fifth day of July 2023.

\_\_\_\_\_  
 Steven Farnham, Secretary  
 A True Copy  
 Attest: \_\_\_\_\_  
 Steven Farnham, Secretary