



Policies & Procedures Committee Meeting Minutes
March 16, 2016 Ten Pin Conference Room

Present at start of meeting

Board: Mary Ella Anderson, Dave Feral, and Colin Fiske

Staff: Melanie Bettenhausen and Bella Waters

Member-owners: John Lucas

Meeting commenced at 6:05pm. Colin Fiske welcomed everyone.

Agenda Review. Moved #8 - Attorney feedback on bylaw sections 2.02 and 2.08 to #4 and strike #4 - Active membership qualifications purge policy. No urgency on purge policy and it may need to look different than envisioned due to limited information we have about membership currently.

Minutes. **Consensus to approve February 17, 2016 minutes.**

Board Meeting follow-up. Board approved candidate qualification policy.

Attorney feedback on bylaw sections 2.02 and 2.08. Discussion included:

- Colin noted that suggested changes from Van (attorney) are not required for legality but language suggestions.
- Section 1.02. Separate discussion regarding membership, but can clarify point c. **Consensus reached to revise Section 1.02 (c) to read:** Making full payment for one Class A Membership Share, as described in section 2.02 of these Bylaws; and
- Section 2.02. Committee discussed attorney suggestions to simplify language, not repeat language that is included in other sections of bylaws, maintain flexibility for distributing patronage refunds and allowing members to purchase B shares beyond the Fair Share status limit, leave original language for D shares.

Consensus reached to revise Section 2.02 as follows:

- Share Class and Ownership. The Co-op shall have four (4) classes of shares, with such shares described in the Articles of Incorporation and these Bylaws. All shares shall be purchased or issued in amounts to be determined from time to time by the Board of Directors, subject to applicable law.
 - Class A Membership Shares. Each membership shall purchase and hold only one (1) Class A Membership Share. No dividends shall be paid on such shares.
 - Class B Sustaining Shares. Each membership may purchase Class B Shares. Dividends will be determined by the Board from time to time, subject to applicable law. Any patronage refunds not paid in cash may be distributed to the member-owners in the form of Class B Shares or fractions thereof.
 - Class C Co-op Shares. Each Fair Share membership, as defined in Section 2.08 of these Bylaws, may hold a maximum number of Class C Shares as set by the Board. Class C shares and fractions thereof may be issued as a share dividend credit, or patronage refund or upon a share split, reverse share split, or other change affecting outstanding C Shares. The Board of Directors may declare dividends on paid up Class C Shares not to exceed applicable law.
 - Class D Investment Shares. Class D Shares are defined in the Articles of Incorporation.
- Section 2.08. Attorney recommendation simplified the language and removed benefits of the status, as those can be separate from the bylaws (get a D share shirt). **Consensus reached on wording for Section 2.08:** A "Fair Share" membership status is attained when a membership owns one (1) Class A Membership Share and the minimum number of Class B Sustaining Shares as determined from time to time by the Board of Directors.
- Section 4.13. Tabled for now.
- Section 9.03 (c). **Consensus reached add word 'uniformly' after the word "may".** This will explicitly indicate that all Fair Share members will be treated alike. Section now reads: To Members with the status of "Fair Share", the Board may uniformly distribute up to 100% of such members' patronage refunds and dividends in cash.
- **Consensus reached to send package of changes to Board for approval and placement on this year's ballot.**

Newsletter Policy status update. Melanie will have a draft policy for the PPC's June or July meeting. Policy should include guidelines for how members use the newsletter, what content will be published or not, ensure all people are treated uniformly.

Board terms/Annual Membership Meeting proposal. Colin provided brief background on concerns with lagtime between end of election and director start day. Proposals include flexibility for holding annual membership meeting during election period, or at the start of the election, officers are selected by the new board, and director terms are still anchored to an actual date incase no meetings are planned between end of election and November 1st. **Consensus reached to send the following revised bylaw sections to attorney for legal approval.**

- Section 5.05: **Terms of Office.** The terms of office for all Directors shall be **approximately** three years. Directors will be elected such that terms are staggered and will serve no more than three consecutive terms as a director. Each Director shall hold office until the expiration of the term for which he or she is elected and until the election of a qualified successor. Director terms shall begin **and end at the next Board of Directors meeting following the close of the election, at the regular annual meeting of members, or** on the first day of November, **whichever comes first following the close of the election.**
- Section 6.02. **Appointment, Removal, and Resignation.** The officers shall be chosen by the Board of Directors and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. **Following an election of Directors, the new Board of Directors shall ensure all offices are filled.**

Review next steps for proposed bylaw section 1.09. Tabled. Melanie is in communication with web developer on options for electronic voting that would comply with current bylaws.

Agenda items for next meeting.

- Membership Rolls Policy
- Review Bylaw Section 1.09
- Hotlist items

Next Meetings: April 20 @6pm. Colin will be out of town for the May meeting.

Meeting adjourned at 7:53pm by consensus.

Minutes by Bella Waters

Recommendations for Board:

1. Approve package of bylaw changes and place on this year's ballot.