



North Coast Co-op
Policies & Procedures Committee Agenda
 May 13th, 2015 - 5:30 to 7:00 PM
 At: Ten Pin Conference Room, Arcata, CA

Item	Who	Minutes	Time
Welcome	All	5	5:30 - 5:35
Introductions	All	5	5:35 - 5:40
Review any changes board made to PPC Charter	All	10	5:40 - 5:50
<ul style="list-style-type: none"> • Discuss Chapters 4 & 5 of Legal Sourcebook for Calif. Cooperatives attached to PPC packet. Pg 42 and Pgs. 52-54 • Review Correspondence & History of Admin Code / Bylaws. Attached to PPC packet • Review documents and rank and prioritize them (admin code, bylaws, etc.) • Review items on “hot list” (board correspondence, etc.) • Draft policy for committee membership, determine where the policy lives 	All	60	5:50 - 6:50
Agenda Items for Next Meeting	All	10	6:50 - 7:00
Next Meeting June 10 th 5 pm to 7 pm	All		7:00

Meeting Adjourns at 7:00 pm

Meeting Ground Rules*

(*Note: All members or other participants must agree to follow these basic meeting guidelines)

- Raise hand to be recognized to speak
- Share the floor – balance participation
- Stay on track and speak to the point
- Clearly and concisely articulate interests
- Be curious about different opinions
- Treat everyone with respect
- Aim for win-win solutions

Mission

North Coast Co-op is a member-owned organization guided by the cooperative principles. As a leader in our community we emphasize a diverse selection of products while engaging members through consumer education, community building, and environmental responsibility.

Co-op Definition

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social and cultural needs and aspirations through a jointly-owned and democratically controlled enterprise.

Values

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.



Policies and Procedures Committee—DRAFT Minutes
April 6, 2015 – Ten Pin Conference Room – Arcata, CA

Present at the meeting: (meeting not recorded)

Board: Fred Moore (exited 6:30pm), Jessica Unmack, Dave Feral (entered at 6:15pm)

Staff: Melanie Bettenhausen

Members: John Lucas, Colin Fiske, Mo Bourke

Meeting commenced at 5:30pm

Welcome: Committee Chair not present initially. Fred chosen as facilitator.

Discussed changes to the charter and amended draft in real time. Changes to the remaining charter sections were as follows:

Composition—rather than a limit on the number of members, a process was defined for how members can become a voting member of the committee.

Decision Making—removed last sentence as redundant now that Composition section covers how to become a voting member of the committee.

Communication—added the word “proposed” in front of agenda to ensure that action could be taken on items that were not listed on the posted agenda. Language added to clarify which minutes will be posted prior to meetings. Added Customer Service to the list of places where agendas and minutes should be posted.

Reporting to the Board—added the word “any” to indicate that the committee chair can place items on the board agenda for any meeting, not just during annual review.

Meetings—changed to reflect new committee status as a standing committee, which shall meet monthly rather than as needed.

Motion: Recommend to the Board that the Policies and Procedures Committee Charter be adopted as presented. Consensus reached

Agenda topics for next meeting:

- Look at all documents and rank and prioritize them (admin code, bylaws, etc.)
- Review items on “hot list” (board correspondence, etc.)
- Draft policy for committee membership, determine where the policy lives

Meeting adjourned at 7pm.

Minutes by Melanie Bettenhausen

Chapter 4. ARTICLES OF INCORPORATION

A. IN GENERAL

A corporation's articles of incorporation are analogous to a "constitution": they comprise the basic document that gives the cooperative its legal existence. The articles are filed with the California Secretary of State. Generally, the articles should be as simple and short as possible to minimize the need for any amendments, since amendments must generally be approved by both the board of directors and the members and must be filed with the Secretary of State. Too often, provisions are found in articles that could have been established in the bylaws, instead, where amendments are generally easier to effect (and no filings with the Secretary of State are required).

B. CONTENTS

1. Required Provisions¹

The California Consumer Cooperative Corporation Law requires certain information in the articles of incorporation. First, the articles must state the name of the co-op, and the name must include the word "cooperative" and some word or abbreviation indicating that the co-op is a corporation. Second, the following statements must appear: "This corporation is a cooperative corporation organized under the California Consumer Cooperative Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law." Third, the articles must state the co-op's initial agent for service of process (assuming a co-op just forming). Fourth, the articles must state whether the members' voting power and ownership interests are equal or unequal. Equal voting power and ownership interests mean one vote per member and one ownership unit per member, respectively. If the voting power or ownership interests are unequal, the articles must state the rules by which the voting power and ownership interests are determined or, instead, that the rules are described in the bylaws.

If a co-op is a "central organization" (i.e., a cooperative made up of co-op members), it may allow for voting power based on patronage or the number of members in its member co-ops, but only if its articles specifically provide for unequal voting. In no event, however, may a member of a central organization have less than one vote.

2. Provisions Needed to be Expressed²

Two types of provisions need to be stated in the articles of incorporation for the provisions to be effective. First, any limitation on the duration of the cooperative's existence must be stated. Second, if the co-op wishes to distribute its assets upon dissolution to a charitable trust, that also must be stated.

3. Optional Provisions

California Consumer Cooperative Corporation Law allows six other types of provisions in the articles³:

- (1) a further description of the co-op's purposes or a further statement limiting the purposes or powers of the co-op;

- (2) the names and addresses of persons appointed as initial directors;
- (3) provisions related to the transfer of memberships or shares;
- (4) provisions related to membership and share classes, and if more than one, a description of the rights, privileges, preferences, restrictions, and conditions attached to each class;
- (5) a provision giving the members the right to determine the consideration for which memberships or shares must be issued; and
- (6) any other lawful provision for the management of the activities of the co-op, including any provision which is required or permitted to be stated in the bylaws.

As a practical matter, a co-op is usually well advised not to include any unnecessary optional provisions in its articles since any article amendments needed later are generally more difficult to effect than bylaw amendments.

4. Effect of Current Co-op Law on Pre-existing Co-ops⁴

California Consumer Cooperative Corporation Law, which became effective January 1, 1984, generally applies to all California co-ops that were subject to the former “general purpose” co-op law, no matter when they were incorporated. The articles of incorporation of a co-op incorporated before 1984 do *not*, however, have to reflect the contents described above unless the co-op files an article amendment stating that it elects that its articles be in conformity with current law. Any amendment, however, may not state the co-op’s initial agent for service of process if the required statement to the Secretary of State has been filed. (See chapter 15, “Filings with the Secretary of State.”) Co-op law should be further consulted for the method of adoption of conformity-type amendments.

C. AMENDMENTS

1. Authorized and Prohibited Amendments

A cooperative may amend its articles of incorporation in any way so long as the articles, as amended, contain only those provisions that would be lawful as of the time the provisions are filed with the California Secretary of State.⁵ Although co-op law mandates certain provisions in a co-op’s articles, these provisions do not have to be adopted by a co-op that was incorporated before current co-op law went into effect (i.e., January 1, 1984).⁶

A cooperative may not, however, amend its articles to change any statement appearing in the original articles giving the names and addresses of the first directors or the initial agent for service, except to correct an error or to delete the information after the co-op has filed an annual statement with the Secretary of State.⁷

2. Adoption of Amended Articles

a. By Incorporators

Any amendment of the articles may be adopted in a written document signed by at least a majority of the incorporators, but *only* if the co-op has no members *and* no directors are named in the original articles or have been elected.⁸

b. By the Board and Members

Except where a class of membership or shares is affected, amendments to the articles of incorporation may generally be adopted if approved by the board of directors and the members, and it makes no difference which group approves first.⁹ The board by itself may approve certain article amendments, however, including an amendment deleting the names and addresses of the initial directors and agent for service, or any amendment when the cooperative has no members.¹⁰

Whenever the articles require the majority approval of a particular class of members or shares, or of a larger proportion of the votes of any class, or of a larger proportion (than a majority) of directors than is otherwise required by the California Consumer Cooperative Corporation Law, the article provision requiring the greater than majority vote may not be amended or repealed except by the particular class or the greater than majority vote, unless the articles themselves provide otherwise.¹¹

c. Approval by a Membership Class¹²

In addition to the above-required approvals, an amendment must also be approved by the members or shareholders of a particular class, whether or not the class is entitled by the articles of incorporation to vote on the matter, if the amendment would:

- (1) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, transfer, or the obligations of that class in relation to other classes;
- (2) materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (3) increase the number of memberships or shares authorized for any class;
- (4) cause an exchange, reclassification, or cancellation of all or a portion of the memberships or shares of that class; or
- (5) authorize a new class of memberships or shares.

3. Change of Corporate Status

A cooperative may amend its articles to change its status to that of a nonprofit public benefit or mutual benefit corporation, religious corporation, or for-profit business corporation, provided the co-op complies with all applicable provisions of the California Consumer Cooperative Corporation Law.¹³

4. Certificate of Amendment

a. Signed by Officer

When an amendment to the articles of incorporation is adopted, the cooperative must file with the California Secretary of State a “certificate of amendment,” which is an officer’s certificate stating: (1) the wording of the amendment or amended articles is in accordance with the California Consumer Cooperative Corporation Law (see below); (2) the amendment has been approved by the board of directors; (3) the amendment was approved by at least a quorum of the members or by all the members, as required; and (4) the facts entitling the board alone to approve the amendment.¹⁴

b. Signed by Incorporators

Where amendments to the articles of incorporation are adopted by the *incorporators*, the cooperative must file a certificate with the California Secretary of State signed and verified by a majority of the incorporators.¹⁵ (“Verified” means that the statements contained in the certificate are declared to be true by the incorporators executing the certificate in either (1) an “affidavit” signed by them under oath before a notary public or (2) a “declaration” in writing executed by them under penalty of perjury and stating the date and place of execution.¹⁶) The certificate must state that its signers constitute at least a majority of the incorporators, directors were not named in the original articles and have not yet been elected, the co-op has no members, and the incorporators adopted the amendments.¹⁷

c. Wording¹⁸

The “certificate of amendment” must establish the wording of the amendment or amended articles of incorporation by one or more of the following methods: by stating that (1) the articles are amended to read as stated in full in the certificate, (2) any provision in the articles, clearly identified, is eliminated or amended to read as stated in the certificate, and (3) the stated provisions in the certificate are added to the articles.

If the purpose of the article amendment is to reclassify, cancel, exchange, or otherwise change outstanding memberships or shares, the amended articles must state the effect on all outstanding memberships or shares.

d. Effect of Filing¹⁹

When the “certificate of amendment” is filed with the Secretary of State, the articles of incorporation are then amended in accordance with the certificate; any change, reclassification, or cancellation of memberships or shares caused by the amendment is then effective. A copy of the certificate certified by the Secretary of State is evidence of the performance of the conditions necessary to adopt the amendment.

5. Co-ops Formed for a Limited Period²⁰

A cooperative formed for a limited period of time may extend the term of its existence by amending its articles of incorporation to remove any provision limiting its existence. Special rules beyond the scope of this discussion are provided for this type of action.

6. Restated Articles of Incorporation²¹

A cooperative may restate in a single certificate its entire articles of incorporation as amended by filing with the Secretary of State an officer’s certificate entitled “Restated Articles of Incorporation of _____.” The certificate must state the articles, as amended, up to the date of filing, except that the following *must* be omitted: (1) the signatures and any acknowledgments of the incorporators; (2) any statements about the effect of prior amendments upon memberships; (3) any provisions of merger agreements (other than article amendments of the surviving corporation); (4) the names, addresses, signatures, and acknowledgments of the initial directors and agents for service of process. (The foregoing omissions are not themselves considered alterations or amendments of the articles.) If the officer’s certificate itself alters or amends the articles, the certificate must comply with the signature and wording requirements above.

If the certificate does not itself alter or amend the articles, it must be approved by the board and is subject to the rules concerning article amendments *not* requiring approval of the members. On the other hand, if the certificate itself *does* alter or amend the articles, it is subject to all the rules related to article amendments.

Restated articles properly filed with the Secretary of State supersede for all purposes the original articles and all previous amendments.

Chapter 5. BYLAWS

A. IN GENERAL

While the articles of incorporation usually state only certain fundamental items related to a cooperative's existence, bylaws provide more detailed rules by which the co-op governs itself. While many of these rules could be put into the articles,¹ a co-op is usually best advised to put them in the bylaws, instead. This is particularly true since the bylaws are almost always easier to amend than the articles.

B. CONTENTS

1. Required²

Unless the number of directors is stated in the articles of incorporation, the bylaws must set the number or state a minimum and maximum number of directors, with the exact number to be established by board or member approval in a manner determined by the bylaws. A co-op must have at least three directors, however. Any "alternate" directors and the method and time of their selection must be specified in the bylaws, along with provisions stating the conditions of their service in place of directors.

2. Optional Provisions³

Bylaws may contain any provision not in conflict with any law or the articles of incorporation to manage and conduct the affairs of a cooperative. The bylaws may include, but are not limited to, the following provisions:

- (1) any of the last five listed optional provisions for articles (see chapter 4 of this publication);
 - (2) the time, place, and manner of calling, conducting, and giving notice of member, board of directors, and board committee meetings, and of conducting mail ballots;
 - (3) the qualifications, duties, and compensation of directors, the time of their election, and the quorum and frequency requirements for board and board committee meetings;
 - (4) the appointment of committees, comprised of directors or nondirectors, or both, by the board or any officer, and the authority of any committee;
 - (5) the appointment, duties, compensation, and tenure of officers;
 - (6) the way in which members "of record" are determined;
 - (7) the making of reports and financial statements to members;
 - (8) establishing, imposing, and collecting dues, assessments, memberships and shares, and membership or share transfer fees;
 - (9) determination of patronage versus nonpatronage income;
 - (10) the time and manner of patronage refunds;
 - (11) eligibility requirements, admission procedures, and procedures related to the admission, withdrawal, suspension, and expulsion of members (consistent with the discussion in chapter 9 of this publication);
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- (12) the establishment of a delegate system (see chapter 10 of this publication);
- (13) voting by organizational units (see chapter 10 of this publication);
- (14) limiting the number of members, in total or by class, of the co-op;
- (15) establishing an educational program related to the principles and techniques of cooperation;
- (16) indemnification; and
- (17) dissolution.

Finally, the bylaws may require, for any and all corporate actions, the vote of a larger proportion of the members or the members of any class, unit, or grouping or the vote of a larger proportion of the directors than is otherwise required by co-op law. Any bylaw provision requiring a greater proportion may not be altered, amended, or repealed except by that larger proportion, unless the bylaws themselves provide otherwise.

C. BYLAW CHANGES

1. Adoption, Amendment, and Repeal by the Board

Except for certain changes which must be approved by the members (see below) and unless the bylaws or articles of incorporation restrict or eliminate the power of the board of directors to adopt, amend, or repeal the bylaws, the board may adopt, amend, or repeal bylaw provisions unless the action would (1) materially and adversely affect the rights or obligations of members as to voting, dissolution, redemption, transfer, distributions (e.g., dividends), patronage refunds, patronage, property rights, or rights to repayment of contributed capital; (2) change the total number of members or shares authorized for any class; (3) effect an exchange, reclassification, or cancellation of memberships or shares; or (4) authorize a new class of membership or shares.⁴ (Related to the last two items of the foregoing list, the author presumes that *share* changes would be included, although the law is unclear.)

2. Adoption, Amendment, and Repeal by the Members

a. In General

In addition to the bylaw changes that must be approved by the members (below), co-op law provides that bylaws may generally be adopted, amended, or repealed by the approval of the members.⁵ Any adoption, amendment, or repeal, however, also requires the approval of the members (and presumably “shares”) of a class if the action would:

- (1) materially and adversely affect the rights or obligations of that class as to voting, dissolution, redemption, transfer, distributions, patronage distributions, patronage, property rights, or rights to repayment of contributed capital, in a way different than the action affects another class;
 - (2) materially or adversely affect the same items as in (1) above of that class by changing the rights, privileges, preferences, restrictions, or conditions of another class;
 - (3) change the number of memberships (or shares) authorized for that class;
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- (4) increase the number of memberships (or shares) authorized for another class;
- (5) effect an exchange, reclassification, or cancellation of memberships (or shares) of that class;
or
- (6) authorize a new class of memberships (or shares).⁶

b. Required Member Approval

There are certain situations where co-op law prohibits bylaw amendments by the board of directors, requiring member action instead.⁷ The members must approve the following bylaw changes:

- (1) after members have been admitted, a bylaw specifying or changing in any way the number of directors;⁸
- (2) any extension of the term of a director or any provision related to the designation or selection of directors other than by election by the members;⁹
- (3) a Bylaw provision allowing the board of directors to fill vacancies in the board caused by *removal* of directors;¹⁰
- (4) to increase the quorum requirements for a membership meeting;¹¹ or
- (5) the repeal or amendment of a bylaw provision authorizing cumulative voting in a central organization.¹²

3. Larger than Majority Approvals

Generally, only a simple majority of a quorum of the board of directors, members, or members of any class (if necessary) needs to approve any adoption, amendment, or repeal of the bylaws.¹³ The bylaws, may require, however, that the vote of a larger proportion, or all, of the members (or members of any class, unit, or grouping) or the directors is required to approve the adoption, amendment, or repeal of any or all bylaw provisions.¹⁴

4. Amendment and Repeal by Others

California Corporations Code Section 12330(d) provides (as of 1996) that a cooperative's bylaws may allow that the repeal or amendment of the bylaws (or any specified parts of the bylaws) "occur only with the approval in writing of a *specified* person or persons other than the Board of Directors or members."

Dave:

Per your request, the following is a brief summary of my knowledge of and “off and on” experience with the Co-op’s bylaws over the years. You are free to share this with anyone you’d like.

In last year’s discussions regarding the Co-op’s bylaws, maybe some context would be helpful. When I began working at the Co-op in 1975 (as its first in-house accountant), it had been around about two years (starting as a “buying club”). We were occupying the space where Northtown Books is now located. The bylaws at the time were apparently mostly based on those of the Palo Alto Co-op (which were at least somewhat similar to those of the Berkeley Co-op), which in turn were based on the “old” California Co-op Law (very skimpy and which referenced a lot to the for-profit corporate law at that time).

Over the next several years, the Co-op grew fairly quickly, and we moved up to the old Safeway building (now Wildberry’s). After a falling out with the landlords, we moved to the old Purity building (where the Arcata store is now). During this period of relatively fast growth, we began to make enough money to consider the possibility of distributing patronage refunds, both to give our members some return and to reduce our increasing federal and California income taxes. I worked with the Co-op’s attorneys (a local Arcata firm) to devise the necessary bylaw amendments to allow us to begin distributing patronage refunds in conformity with Subchapter T of the Internal Revenue Code. Obviously, the administrative obstacles were initially formidable: cash register, check-writing, accounting, tax, etc., issues all had to be addressed by our staff, but somehow we eventually pulled it all together.

With the budget-busting (including significant foundation-related problems) expansion of the Arcata store, however, financial problems ensued and the refunds ended. Changes to the articles of incorporation and bylaws added two additional share classes to the Co-op’s long-time A and B share structure. (The B shares were used to distribute the non-cash portion of patronage refunds and also received dividends when such were declared.) By this time, I was living again in Berkeley (after law school) and was involved in the Co-op’s affairs only occasionally. It seemed to me at the time, however, that the additional classes of shares were not that necessary and unduly complicated the Co-op’s equity structure. To this day, it’s unclear to me that the two new share classes have really provided any significant benefit to the Co-op or its members.

Later, when the Co-op was becoming somewhat profitable again, I remember discussing the patronage situation with its controller. That person seemed to be almost unaware of the bylaw provisions related to patronage refunds, Subchapter T, or the possible need for annual securities permits from the California Department of Corporations (now the Department of Business Oversight), especially related to loans that were being solicited from members. These issues seemed to have fallen off the Co-op's (and not just the controller's) radar after a number of lean years.

California Co-op law was totally revamped in 1984 (for the better!), and gradually (and sometimes grudgingly) older co-ops generally adopted new or revised bylaws to take into account the new law, which itself has been revised over subsequent years (sometimes to its detriment, I think). Twenty years later in 2004 and with lots of experience working with both consumer and worker co-ops, the *Legal Sourcebook for California Cooperatives: Start-up and Administration*, which I authored for the now-defunct Co-op Center and UC Davis, was published. (And now, although still useful, it's in need of a number of revisions.)

In dealing with the Co-op's bylaws extensively several years ago (when David Lippman was the general manager), I attempted to get the bylaws more in line with current co-op law, minimize ambiguities, and deal with other specific issues. Some of my recommendations were adopted and some were not. In my experience, it's seemingly relatively difficult to effect bylaw changes for consumer co-ops especially, because people tend to be most comfortable with that to which they're accustomed. In any event, I think bylaw changes should have positive results for any organization. In the case of the most recent bylaw proposals for the Co-op, I do think at least two of the proposed changes would have had at least some unintended negative and consequences: the creation of an "inactive" membership status and the use of "revolving retains" (usually associated with *agricultural* co-ops) for the indefinite deferment of the payment of patronage refunds. In a number of e-mails, I have expressed these reservations in more specific terms, but in general, I think these proposed changes would have introduced further complexities in the management of the Co-op and eventually become the source of new problems (legal or otherwise. And I've also expressed the fact that the current bylaws are far from perfect and could benefit from a number of changes.

In any event, if anyone at the Co-op has any ideas for possible changes to the California Consumer Cooperative Corporation Law, I currently serve on the State Bar Committee for Nonprofit Organizations and welcome any suggestions. The Committee helps oversee the law for both nonprofit entities and those co-ops incorporated under the foregoing law. One interesting development has been recent efforts to insert new provisions into the co-op law specific to worker cooperatives (which usually incorporate under the current law).

Van Baldwin March 2015

Overview of Administrative Code:

May 1991 – Board accepted the Administrative Code revision with two minor revisions, entitled North Coast Cooperative Election Policy for a first reading.

November 1992 – Board directed the President to establish a committee of one to two Board members to work with the General Manager on the Administrative Code. The committee should report back to the board by the January meeting. An updated administrative Code would be presented to the Board at either the January or March meeting.

March 1993 – Board tabled major revision of the administrative code until January 1994 to encourage management to recommend suggested changes to those codes and policies which for legal or practical reasons should be changed.

August 1994 – Board amended Administrative Code to prohibit vote by proxy at board meetings.

November 1994 – Board accepted the Administrative Code as proposed.

November 1998 – Board minutes show that there was an Administrative Code Revision Ad Hoc Committee who met and was redoing the administrative code and revising the policies. The code and policies will be combined into one group.

February 1999 – Board minutes show that Ann Hoyt forwarded a sample Administrative Cod/Board policy. Board members were to go through the sample policy page by page and see how the policies apply to the Co-op.

July 1999 – Board accepted the new Policy Governance with the changes listed below as the interim Board Policies, replacing the previous Administrative Code and policies. A final vote will be held at the November Board meeting. John Corbett was to review the old Administrative Code for information that should be included in the new Policy Governance, which was to be presented at the Board for approval.

November 1999 – Board moved to accept the new board policies as the new Policy Governance with the following changes: 1. Page 11 Section C – keep section as written; 2. Pages 24 and 25 Section D – the Board calendar will be created and inserted.

December 1999 – April 2004 – Numerous motions were made by the Board to accept additions/make changes to the Policy Governance and accept policy governance reports.

August 2007 – Board officially moved to abandon (not used) Policy Governance document dated April 8, 2002.

September 2007 – Board discussed state of Administrative code. Mo Burke and Kevin Lennox will work on updating the code and bring it back to the Board in November.

November 2007 – Kevin Lennox reported to the Board that his discussions with attorney Geri Ann Johson confirmed the fact that we are bound to the administrative code. The board is providing notice that it intends to update the administrative code. At the next meeting, be prepared to pull out items for discussion.

December 2007 – board moved to suspend administrative code until March 31, 2008 and Mo Burke, Board President will be responsible for presenting a redacted copy at the January 2008 Board meeting regarding compliance.

March 2008 – Board moved to extend the suspension of the Administrative code to the April Board meeting.

May 2008 – Board adopt the Administrative code as presented with corrections.

September 2012 – Board adopted the Administrative Code 2012-2013 as revised. Board minutes from this meeting reflect a discussion to review the Admin Code as part of the monthly board agenda and review it no later than annually, but can be reviewed on a monthly basis as needed.

November 2012 – Board minutes show that there was conversation for a need to re-assign Policy Task Force Committee Chair for the “living” Administrative Code document.

February 2013 – Board minutes show that new names for the Administrative Code were discussed (Board Policies, Policy Register). Steve was to send the document to all board members, receive feedback and if Steve has question son feedback he’ll ask John. Board was to take ownership of the document, Bella will maintain the records. Kelli will review final document and provide input as needed.

March 2013 – Board minutes show Steve requested feedback on the revised introduction to the Administrative Code he sent out.

May 2013 – Board minutes show that Steve was taking the rules and regulations portions of the Admin Code into a subcategory of the Code. Kelli will work with Steve on Administrative Code and bring to Bylaw committee for additional work.

2013-2014 – Revised Bylaws research and drafted, which took precedent over updating the Administrative Code. Admin code was intended to be updated once Bylaws were approved. If revised Bylaws had been adopted the title of the Administrative Code would have changed to Board Policy Manual.

September 2014 – Discussed Board Policy Manual committee of Fred Moore, Kelly Boehms and Bella Waters.