



Board Meeting Minutes

5.17.2018

Attendance: Joanne McCaughn, Jim Hutcheon, Ben Witten , Peter Brown, Sam Green, Laura Love (*Staff Representative*), Grace Cox (*Board Facilitator*), Fern Moore (*Board Coordinator*)

Absent: Brian Frisinia, Jaime Rossman

Agenda

- Agenda Review
- Announcements
- Mission Statement
- Commitments Review
- Member Comment
- Bylaws Task Force
- Committee Reports
- Staff Report
- Break
- Organizational Health
- Board Retreat
- Advocacy Committee Charter
- Executive Session
- Commitments
- Meeting Evaluation

Announcements

- Brian is unable to attend tonight.
- The Local Committee recently ran numbers on the Local Demo program performance. The program generated \$1,800 in additional sales in a year.
- Sam sent out an email with the user names and the login info for the Asana accounts The Board support team needs to be added to Asana.
- Sam announced that for a couple of months there has been a steering committee looking at land trusts to establish for affordable housing projects. The first public meeting will be held June 9th from 12-230. At that meeting they will be enacting the Bylaws, elect trustees and people will have an opportunity to join the Co-op.
- ***Sam will add the Board support team to the Asana account***

Commitments Review

- ***Sam will send out Asana account info and email addresses to all Complete***
- ***Laura will setup store tours for the Board members Pending, has emailed facilities to schedule tours.***
- ***Laura will send out the consent via email policy Complete***
- ***All Board members will review and submit feedback on the Organizational Health proposal draft included in the April Minutes Committee report
Agenda item in this meeting.***
- ***Grace will send the Grievance policy to Joanne Pending, has contacted Archives Coordinator.***

Member Comment

None.

Bylaws Task Force

SEE ATTACHED DOCUMENT #1

The Task Force presented the proposed bylaws changes to the Board for feedback before bringing the proposed changes to the Collective for feedback. The Bylaws draft will then be reviewed by an attorney that specializes in Co-op bylaws. At that time the Bylaws will be brought back to the Board for final approval. The proposed Bylaws changes will then be shared with the Membership and then finally sent to the 2018 Ballot.

Proposed Changes:

Membership #1 *adding this language in*

Member Status – the words dues has been a misnomer for what it actually is, member equity. It has been moved on the balance sheet as equity and the final piece is changing the language in the bylaws.

#3 changing the language from low income membership to the co-operative access program. We changed the membership discounts and this again is updating the language in the bylaws.

#4 adding inactive membership status

4. Capital account

5. Inactive member dues

11. Member prices markups - This area has commonly been misinterpreted or not interrupted at all. The new language simplifies the verb age.

Board of Directors

#2 The Task force highlighted a section and led a Board discussion around it.

The Board recommended instead of changing it, the Board could have a formal resolution at the January meeting. The Board could affirm the number of seats on the Board, based on the result of the 2018 election.

Staff #1– just cleaning up language to make a complete sentence.

1. *Fiscal year*- Our bylaws used to read that, we needed to an audit every three years. Meanwhile the NCG requires that we do an audit or a financial review annually. This Bylaw change updates us to that standard. It also adds that we do an audit at least every five years. The Task Force also recommend taking away the idea of the Audit Committee. The Board has delegated the Finance team to choose the accountant in the past. ***Change officers to Board of Directors***

2. *Reports*- This change it to the language from 'Newsletter' to 'Publications', as our Outreach materials have evolved from the traditional newsletter.

Feedback

Joanne - Discrimination clause- have we reviewed that statement for inclusion (possibly include national origin, immigration status)

The Board approves these bylaws for review by the Collective.

Committee Reports

Advocacy- Two out of four members had a meeting. They reviewed the draft of the Charter. They are presenting that to the Board tonight for approval. They also talked about next steps, including creating a work plan and procedures for the process for endorsements that can happen quickly if needed.

Co-Sound- They had the Co-op atopia event. Scheduling the next meeting to evaluate the event.

Finance- First quarter numbers are done. they will be scheduling a meeting to review performance.

Expansion- Sub Committee had a meeting last week.

Eco Planning- currently a committee of two, rescheduled.

- Laura will check in with Sophia about Eco planning committee membership

- Laura will contact Outreach and Signage to solicit a Committee Member at large

Personnel - They discussed the anti bullying policy. The draft policy is being forwarded to the BPC and Anti Oppression CAT for further development.

Member Relations- Discussed revamping the Tabling policy, including the request form. A large portion of the meeting was spent planning for the Annual

Meeting. The theme this year is Community Resilience. They are coordinating a potluck for the food. They are also organizing a panel to lead a discussion on Community Resilience.

Local- Basking in its success of hosting the Local Eats event on Earth Day. The Event drew a number of people. There will be an article about it in one of our upcoming publications. The Committee is also working with Member Relations about annual meeting

Standing Hiring- reviewing applications.

Community Sustaining Fund (CSF) Liaison- The Community Sustaining Fund approved three grants in this last grant cycle. The first was for Love our Local, the second was for the Garfield school for Counseling grants, specifically counseling training and the third was a resilience project, Seniors of South Sound.

Delta Force Subcommittee- has not met, but an appeal has been filed.

Elections Task Force- They were having trouble with Survey Monkey in confirming membership for voting. They are still running tests.

Bylaws Task Force- has an agenda item.

Organizational Health- has an agenda item.

2018 Board Retreat Planning- has an agenda item.

Developing Board Roles- scheduling a meeting.

Reconciliation Task Force -scheduling a meeting.

Staff Report

Staff had the All-Staff meeting on May 9th, where we talked about different types of consensus, and split into groups based on what level we participate in the Co-op at and we ended in a big circle where many staff shared. Our next All Staff meeting is Sept 12th. Anti-Oppression had an interest meeting and are putting together a proposal for three Staff members to join them on the CAT. Evals sent an email about training back-up, which set off a chain of all Staff emails. We are getting ready for new Staff, interviews are happening and departments are looking at open hours, open coordination, and if any

current Staff want to switch departments so we know what departments to hire the new Staff in to. Working Member CAT is still working on the customer service training for WMs. Training CAT sent some folks to a cultural competency training. Facilities got their May 1st projects done, a very noticeable one is the painting that was done at the ES. Outreach puts out the Spoonful every two weeks, have been working on new member brochure, and continue to work on senior shopping days.

Organizational Health

SEE ATTACHED DOCUMENT #2

The Organizational Health Task force has been developing this proposal. They presented it to the Board for feedback.

Developing proposal:

We propose starting an actual Committee or Task Force to work on the items we have identified as unhealthy parts of our organization. They took this work on to suss out what needs to be done and prioritize it; it turns out that it is not realistic work for two people to do.

We propose the following topics be worked on:

- Accountability – starting with audits of how accountability systems are functioning (Personnel, Conflict Resolution, Evaluations, Humane Resources).
- Communication – how do we fix our broken communication.
- BOD/Staff relationship -how do we increase knowledge and communication around what we are doing and how it fits in with the co-op as a whole).
- Institutional longevity – a lot of folks who have been here a long time are at or near retirement age, what will we do when we don't have the institutional memory in our collective?

Group members:

6 people (3 BOD/3 staff?) +1 support person (facilitate or note taking)

- Special hours (how many staff hours do we envision this work taking?)

Feedback

Joanne asked if there is a particular order in how these things should be addressed.

Jims highest priority is Accountability. He also adds that many of these things flow into each other.

Sam asked why they propose Staff and Board membership.

Because including staff voices is an integral. To be clear the assumption was not that the audits were done by internal staff.

Sam requested to clarify that assumption; the audits are conducted by an outside organization.

Peter suggests changing the audit to an assessment.

Grace adds that this is not temporary work or a quick fix. She adds that we need to define what healthy is and how we can assess the organizational health.

Sam thinks it needs to be developed with a narrower focus and narrowly defined goal and an even narrower, more responsive team.

If you have further ideas, please email Laura.

Board Retreat

The Retreat Planning team reviewed the information and agenda for the upcoming 2018 Board Retreat.

When: Sat June 2nd & Sun June 3rd Working time: 9-3:30 both days

Place: South Bay Grange, 3918 Sleater Kinney Rd NE, Olympia, WA 98506.

Camping Style: Bring your own: plate, mug, cup, utensils.

Food: Breakfast both days:(like last time)Fruit, pastries, coffee, juice Lunch Sat: Nineveh catering. Lunch Sun: Quality Burrito Look for menus in an upcoming email.

Facilitation:

1st day- Adam

2nd day-Jayne

Agenda

Day 1:

8:30-9 -Gather & food

9-9:30 -Intro team building

9:30-10:30 - Finance CAT -Grace

10:30-11:30- Facilities CAT -TBA

11:30-12:30 Lunch

12:30-3 hours: What is happening with accountability/Humane resources/evals - Josh for Evals/HR and TBA staff to share their experiences.

3-3:30 closing/set up for Sunday.

Day 2:

8:30-9 - Gather & food

9-930 - Intro team building

9:30-11:30 -SWOT & Priorities
11:30-12:30 - Lunch
12:30-3pm- Dot polling/prioritization, Gap analysis, Next steps
3-3:30 closing
3:30-4 clean up

Feedback

Sams biggest fear is that we wont have time to do the next steps.

Send any ideas and feedback to Laura.

Advocacy Charter

The Advocacy Committee submitted a draft charter for the Board to review for eventual approval. When this charter was adopted by the Board the committee was set up to seat 2 Board members and 1 Staff member. The one Staff on the Committee could not imagine one person being able to represent Staff on Advocacy issues. This draft charter also includes a perspective from the Membership, adding a Member at large.

The proposal changes the Advocacy Charter to include 2 Board members, 2 Staff members, and 1-2 members at large.

Feedback

Laura would like to advocate that no Committee has just one Staff member.

Sam has a concern about how many Staff hours are being used for Committee work. He also has concerns about how many committees and task forces we currently have.

Proposed Advocacy Charter Draft

Charter of the Board Advocacy Committee

The Board Advocacy Committee is authorized by the Olympia Food Co-op (OFC) Board of Directors (BOD) to carry out any and all activities related to its purposes as described below.

Purposes:

- Present BOD the opportunity to endorse relevant local, regional, national and international political causes relevant to the Co-op's Mission
- Develop framework to guide consideration of support requests
- Field support requests for official endorsements/further action from local causes
- Make routine assessments of current, on-going advocacy campaigns to evaluate efficacy and ensure relevancy and message consistency.
- Solicit input from the collective and membership regarding political causes and effective tactics.
- Devise action plans to enable increased civic engagement of the coop community
- Apprise membership of local action and opportunity via the website, social media, in-store promotions and publications.
- Coordinate political action locally

Structure:

The Board Advocacy Committee shall consist of a minimum of five individuals: two active BOD members, and two Staff members and one to two general members. One of the staff members will serve as the committee convener, keeping the committee informed of upcoming meetings and agendas, taking notes, insuring that the work of the committee is archived and that staff and board are fully informed of recommendations made by the committee. Board members will be selected by the Board during the annual committee assignment process; staff members will be chosen and consented to by the staff; general members will be chosen by the committee and ratified by consensus of the Board.

Process:

The Board Advocacy Committee shall meet at least once per month and all decisions shall be made by consensus. All decisions will be brought to the Board for final approval.

Guidelines:

In seeking direction and making determinations as to whether or not their activities are in accordance with the purposes stated above, committee members shall refer to the Articles of Incorporation and the OFC Bylaws, as well as soliciting advice from long-time staff members. They shall also consider such materials as are available from organizations whose purposes are compatible with those of the OFC as stated in the Articles of Incorporation and the Bylaws.

Sam proposes that we table the amendment to this Charter at this time.
The Board agreed and will revisit the Charter at the June meeting.

Commitments

- *Laura will setup store tours for the Board members* pending
- *Grace will send the Grievance policy to Joanne* pending
- *Sam will add the Board support team to the Asana account*
- *Laura will check in with Sophia about Eco planning committee membership*
- *Laura will contact Outreach and Signage to solicit a Committee Member at large*

Decisions out of Meeting

1. Approval of April Meeting Minutes - Consent

Decision made via email

Next Meeting

- Advocacy Charter
- Expansion
- Organizational Health

Attached Documents

1. Bylaws Task Force

1. **NAME** The name of the corporation is The Olympia Food Cooperative (hereinafter the Cooperative).
2. **PURPOSES** The Cooperative has been formed under the Washington Nonprofit Corporations Act, R.C.W. 24.03. The purpose of the Cooperative is to contribute to the health and well-being of people by providing wholesome foods and other goods and services, accessible to all, through a locally-oriented, collectively managed, not-for-profit Cooperative organization that relies on consensus decision making. We strive to make human effects on the earth and its inhabitants positive and renewing and to encourage economic and social justice. Our goals are to:
 1. Provide information about food;
 2. Make good food accessible to more people;
 3. Support efforts to increase democratic process;
 4. Support efforts to foster a socially and economically egalitarian society;
 5. Provide information about collective process and consensus decision making;
 6. Support local production;
 7. See to the long-term health of the business;
 8. Assist in the development of local community resources.

II. Membership

1. **ELIGIBILITY** Membership in the Cooperative is open to any person who meets all qualifications set forth in these bylaws and who pays a non-refundable lifetime membership fee, or qualifies for one of our free memberships. The amount of such fee shall be set by the Board. The Board may designate different classes of membership. The amount of the membership fee may vary for different classes of members. Any financial obligation of membership may be waived in whole or in part by the Board of Directors (hereinafter the Board).
2. **NON-DISCRIMINATION** The Cooperative strives to be egalitarian in all aspects of its business operations. The Cooperative works to serve a diverse population by incorporating procedures and practices that remove barriers to classes of people who are oppressed or are denied power and privilege in society generally. These classes of people include people who are discriminated against based on race, sex, religious creed, age, disability, size, sexual orientation, gender orientation, marital status and economic status.
3. **MEMBER STATUS** An active member maintains a current address on file and keeps current in their equity. An active member becomes an inactive member if they;

1. fail to make **timely equity payments**; or
 2. fail to maintain a current address on file for one year; or
 3. fail to renew a Cooperative Access Membership; or ~~low income membership~~
 4. fails to interact with the Co-op for a period of 2 years or more. Interacting can be responding to a communication from the Co-op, voting in the annual election or shopping at the Co-op.
 5. request inactive status
4. **CAPITAL ACCOUNT** Members shall pay ~~dues~~ equity into a capital account. The Board may set the amount of ~~dues~~ equity required. Upon becoming an inactive member, members may have all money they have paid into the capital account refunded, unless the member's ~~dues~~ equity has been transferred from the capital account pursuant to paragraph II.5.
 5. **INACTIVE MEMBER DUES/EQUITY** Inactive member ~~dues~~ equity may be transferred from the capital account to the Cooperative's accounts according to policies and procedures established by the Staff and approved by the Board.
 6. **ANNUAL MEETING** An annual meeting of the membership shall be held each year. The place, day, and hour of the meeting shall be mailed to all active members, or sent by electronic mail to those active members who have consented to receive the notice electronically, at least 10, but not more than 50 days, prior to the meeting.

To receive notice of the annual meeting electronically, members must submit a request in writing, either electronically or on a paper form available from the Cooperative, indicating their consent and designating the electronic mail address at which they wish to receive such notice. In addition, notice of the meeting shall be posted at the Cooperative at least 10 days prior to the annual meeting. The purpose of the annual meeting is to provide an opportunity for the Board and members to discuss the activities of the Cooperative. The Board shall establish the agenda for the annual meeting in a manner that allows for members to propose agenda items.

7. **MEMBER-INITIATED BALLOT** Any member may initiate a ballot for vote by the general membership by following the Member-Initiated Ballot Procedure and Petition Requirements that are prescribed by the Board. All petitions for initiating a ballot must be signed by 1/2 of the average number of voting members from the previous three annual elections, or 300, whichever is greater. Unless otherwise specified by State law, a 60% majority is required for a member-initiated ballot to pass.
8. **QUORUM** An election must meet a quorum of 100 active members to be considered valid.
9. **SPECIAL MEETING** 300 Active members or; of the average number of voting members from the previous three elections, whichever is greater, may petition for a special meeting of the membership to take place within 90 days from the filing of the petition with the Board. The petition shall state the business to be discussed at the special meeting and the meeting shall be limited to such business. The Board may also call special meet-

ings. Notice of special meetings shall be mailed to all active members at least 10, but not more than

10. 50 days prior to the time of the meeting. The notice shall contain the time, place, and agenda of the special meeting.

MEMBER PRICES MARKUPS Members shall pay markups ~~prices~~ on goods purchased from the Cooperative which shall be less than those paid by non-members. Volunteer Working Members are eligible to pay markups on goods purchased from the Cooperative which shall be less than those paid by non-volunteers. In addition to the amounts set forth by the annual operating budget, the Board shall determine the procedure and amount of special membership category and working member discounts and non-member mark-ups.

11. **MEMBER PRICES MARKUPS** The Board of Directors shall establish a general markup through the passing of the annual budget. The Board shall further determine the procedures and amounts of special membership categories including working-member discounts and non-member mark-ups.

12. **MEMBER INDEMNITY** Members are not liable for the debts of the Cooperative.

13. **COMMUNICATION** Members shall maintain free-flowing communication with the Board, Staff, and other members.

III. Board of Directors

1. **GENERAL RESPONSIBILITIES** The affairs of the Cooperative shall be managed by a Board of Directors.
2. **NUMBER, AND TERM** The Board shall consist of a minimum of six directors and a maximum of ten directors. The exact number of directors shall be fixed by resolution of the Board. No reduction in the membership of the Board shall serve to shorten the term of any director then elected and serving. At least one Director shall be a member of the staff. Directors elected by the membership shall serve three year terms. No Director elected by the membership shall serve more than two consecutive terms.
3. **ELIGIBILITY** Any active member is eligible to serve as a Director of the Cooperative.
4. **ELECTION OF Board MEMBERS** Board members shall be elected by the membership, except for the Staff representative, who shall be appointed by the Staff. The Board may prescribe the manner and procedures for membership elections, except that elections shall be held annually.
5. **VACANCIES** In the event of a vacancy on the Board of Directors, the remaining Board members may appoint a new Director. The appointed Director shall serve for the remainder of the term that was vacated. Any Board appointed Director is eligible to run for an elected term at the next election.

6. **DECISION MAKING** Board Decisions are made by consensus.
7. **QUORUM** For purposes of Board action, unless otherwise specified or required by law, a quorum shall be a majority of the Board.
8. **CONTRACTS FOR PROFIT** Except for fair compensation for services actually rendered, a director shall not during ~~her/his~~their term of office be a party to a contract for profit with the Cooperative differing in any way from the business relations accorded members generally or upon terms differing from those generally current among members.
9. **CONFLICT OF INTEREST** Directors shall be under an affirmative duty to disclose an actual or potential conflict of interest in any matter under consideration by the Board. Directors having such an interest may not participate in the discussion or decision of the matter unless otherwise determined by the Board.
10. **REIMBURSEMENT** The Cooperative may, if authorized by a general Board resolution, reimburse individual Directors for reasonable expenses required to attend Board and committee meetings. To be eligible for reimbursement the Director must be present for the entire Board meeting.
11. **REMOVAL** Any Director may be removed from the Board whenever the Board determines that such removal will be in the best interest of the Cooperative. Before a Director is removed, that Director shall be given reasonable prior notice and a reasonable opportunity to speak before the Board at a regular meeting. Removal shall require a consensus minus-one vote of the Board. The membership may also remove a director through the member-initiated ballot process.
12. **RESIGNATION** A director may resign by submitting a written resignation to the Board with thirty days notice. Absence from three (3) Board meetings in a Board members term without providing prior notification shall constitute resignation from the Board. Exceptions to this policy may be made by consensus of the Board.
13. **Board DUTIES** Except as to matters reserved to membership by law or by these bylaws, the business and affairs of the Cooperative shall be directed by the Board of Directors.

The major duties of the Board are to:

1. employ Staff, approve the make-up of the hiring committee, approve job descriptions, and approve a hiring policy;
2. select officers, and fill Board vacancies as needed;
3. approve an operating budget annually;
4. monitor the financial health of the Cooperative;
5. appoint standing and special committees as needed;
6. authorize appropriate agents to sign contracts, leases, or other obligations on behalf of the Cooperative;
7. adopt, review, and revise Cooperative plans;

8. approve major capital projects;
 9. adopt major policy changes;
 10. adopt policies to foster member involvement;
 11. authorize major debt obligations of the Cooperative;
 12. ensure compliance with all corporate obligations, including the keeping of corporate records and filing all necessary documents;
 13. ensure adequate audits of Cooperative finances;
 14. maintain free-flowing communication between the Board, Staff, committees, and the membership;
 15. adopt policies which promote achievement of the mission statement and goals of the Cooperative;
 16. resolve organizational conflicts after all other avenues of resolution have been exhausted;
 17. establish and review the Cooperative's goals and objectives.
 18. provide an annual report to the members to include a financial report, committee reports, and a summary of other significant events held and actions taken by the Cooperative during the year.
14. **DISPOSAL OF ASSETS** The Board may not dispose of all or substantially all of the Cooperative's assets without prior approval of two-thirds of the active members.
15. **SUPREMACY** The Board shall not exercise any power under these bylaws which is in conflict with the articles of incorporation or applicable state or federal law.
16. **MEETINGS** The Board shall meet at least twelve times a year. Board meetings shall normally be open to the membership. The Board may close meetings at its discretion to discuss personnel matters, legal matters, or other items which require private discussion. Extra or special meetings may be called at the discretion of the Board or by petition of 25 active members, provided that the petition specifies the business to be conducted at the meeting.
17. **ACTION WITHOUT MEETING** The Board may act without meeting if all Directors consent. The action shall be recorded in writing at the time it is made and included in the minutes of the next Board meeting. Any action taken under this procedure shall be fully effective.
18. **INDEMNIFICATION** To the full extent permitted by the Washington Non-Profit Corporation Act the Cooperative shall indemnify any person who was or is a party or is threatened to be a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person was or is a Director or officer of the Cooperative against expenses (including attorney's fees), judgements, fines, and liabilities reasonably incurred or imposed upon them in connection with or resulting from any

claim, action, suit, or proceeding, provided that they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Cooperative. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Cooperative. The Board of Directors may obtain insurance on behalf of any person who is or was a Director, officer, employee, or agent against any liability arising out of their status as such, whether or not the Cooperative would have power to indemnify ~~them~~^{her/him} against such liability. The Board of Directors may, at any time, approve indemnification under the Washington Non-Profit Corporation Act of any person which the Cooperative has the power to indemnify. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract.

IV. Staff

1. **MAJOR RESPONSIBILITIES** The major responsibilities of Staff are to:
 1. **Keep the store** functioning and open regular hours.
 2. present comprehensive financial statements to the Board quarterly or as requested;
 3. keep accounting records in accordance with generally accepted accounting principles;
 4. maintain accurate and up-to-date corporate records, Articles, Bylaws, Board meeting minutes, membership meeting minutes, all-staff collective meeting minutes, and required reports; and make these documents accessible to members;
 5. maintain accurate and up-to-date membership records including names, addresses, fee records, and equity records;
 6. maintain accurate and up-to-date records of the names and addresses of all creditors;
 7. maintain adequate insurance and bonding;
 8. regularly propose to the Board updated personnel policies and employee benefit programs;
 9. maintain systems for control of all operations;
 10. maintain adequate channels for taking and responding to member suggestions, commendations, and complaints;
 11. maintain all facilities in good repair and in sanitary and safe condition;
 12. provide effective and consistent programs for consumer and Cooperative information;
 13. maintain free-flowing communication between Staff, Board, committees, and the membership;

14. carry out Board decisions and/or membership decisions made in compliance with these bylaws;
15. carry out all activities and act in accordance with applicable law, the articles of incorporation, and the bylaws of the Cooperative.

V. Financial Information

1. **FISCAL YEAR** The fiscal year ends December 31. ~~AUDIT COMMITTEE~~ The Board shall select an experienced accountant to conduct an audit or review of financial statements annually, with full audits occurring no less than once every five years at least every three (3) years. ~~Members of the audit committee or~~ The accountant(s) may not be employees, or officers of the Cooperative or their immediate families. ~~Board members may be on the audit committee, but the committee may not be composed entirely of Board members.~~ The ~~audit committee or~~ accountant(s) shall report their findings to the Board in writing and in a timely fashion.
2. **REPORTS** The financial coordinator, the Finance Coordination Action Team, or a member of the Finance committee shall report to the members at the annual meeting and in the Cooperative's publication(s) newsletter. The Finance committee will also report to the Board as required.
3. **BONDING** The Board may require bonding of employees.

VI. Dissolution

1. **Board ACTION** In order to voluntarily dissolve the Cooperative, the Board of Directors must adopt a resolution recommending dissolution and direct that the question of dissolution be submitted to a vote of the membership.
2. **NOTICE** Appropriate notice of the vote must be provided as required by R.C.W. 24.03.220.
3. **VOTE NEEDED** The Cooperative may be dissolved by a 2/3 vote of the active membership. No other business may be transacted at a special meeting called for the purpose of dissolving the Cooperative or on a ballot issued for the purpose of dissolving the Cooperative.
4. **PROCEDURE** Upon dissolution of the Cooperative the Board shall supervise the winding up of business, the paying of debts, and the distribution of assets.

VII. Amendment

1. These bylaws may be amended through a Board or member-initiated ballot that remains open at least 30 days. Copies of the proposed bylaws changes shall be available at all locations of the Cooperative at least 30 days prior to the beginning of any vote to amend these bylaws.

Approved by the membership November 2005. Amended by the membership 2012



2.

Organizational Health Task Force

Developing Proposal

In March of 2018 the Organizational Task Force consisting of Laura the Staff Rep and Jim from the Board, submitted a request for feedback on a developing proposal to create a pathforward with Organizational health and capacity.

Developing Proposal:

We propose starting an actual Committee or Task Force to work on the items we have identified as unhealthy parts of our organization. The existing Task Force took this work on to suss out what needs to be done and prioritize it; it turns out that it is not realistic work for two people to do.

We propose the following topics be worked on:

- Accountability – starting with audits of how accountability systems are functioning (Personnel, Conflict Resolution, Evaluations, Humane Resources)
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- BOD/Staff relationship -how do we increase knowledge and communication around what we are doing and how it fits in with the Co-op as a whole).
- Institutional longevity – a lot of folks who have been here a long time are at or near retirement age, what will we do when we don't have the institutional memory in our collective?

Group members: 6 people (3 BOD/3 Staff) +1 support person (facilitator or note taker)

- Special hours (How many Staff hours do we envision this work taking?)

5.12.2018