

ONEOTA COOPERATIVE BOARD MEETING
SPECIAL MEETING
204 E. Rural Ave.
February 6, 2010

Board members present: Lyle Luzum, Joan Leuenberger, Georgie Klevar, Steve Peterson, Onita Mohr, Robert Fitton

Absent: Toni Smith

Executive Session – Personnel: Robert moved to go into Executive session to discuss personnel issues. Georgie seconded. Approved unanimously. Executive session began at 10:21 am. The board discussed personnel issues including the GM selection.

Georgie moved to leave executive session. Joan seconded. Approved unanimously. The board left executive session at 12:10 pm.

Georgie moved to authorize the board president and/or vice president to offer a general manager employment agreement to the person discussed and on the terms discussed in executive session, with the board president and vice president having the latitude prescribed by the board to negotiate compensation and benefits, such offer being contingent on a satisfactory background check of the candidate. Steve P. seconded. Approved unanimously.

Proposed bylaw amendments: The board discussed bylaw amendments that had been proposed by the bylaw review committee. A summary of the suggested changes is set out below.

Bylaw 4.1, Annual Meeting, would be amended to reflect actual practice as to the announcement of the election results.

Bylaw 4.2, Special Meetings, would be amended to clarify that no special membership meeting may be called for a purpose that violates the laws or OCC policies.

Bylaw 4.5, Voting, would be amended to clarify when a vote of members present at a meeting is appropriate and when a written ballot is needed. It would also eliminate the weighted voting provision for electing board members.

Bylaw 4.6, Order of Business, would be amended to reflect actual practice.

Bylaw 5.3, Qualifications, [of board members] would propose an amendment to impose a waiting period before former employees could run for the board. The board considered the amendment and withdrew it at its December 2009 meeting. The board needed to decide whether to submit it to the membership for approval.

Bylaw 6.2, Duties of Officers, would be amended to change the board treasurer's duties.

Article IV of the Articles of Incorporation would be amended to reflect the correct business address of the Co-op.

The board would like to have a slate of bylaw amendments to include with this year's ballot for the board election, so that a vote could be done this election cycle. The board was in general agreement to proceed with all of the proposed amendments except Bylaw 5.3, which would impose a waiting period before former employees could run for the board. One reason to go ahead with it was that it would

allow the membership to vote on the merits of the proposal. A reason to withhold it would be that the problems it aims at preventing could be dealt with through effective enforcement of the board member code of conduct. The board consensus was to not proceed with the amendment to Bylaw 5.3.

Joan moved to recommend that all bylaw and article changes, except Bylaw 5.3, be brought to the next regular board meeting for submission to the membership in the next election. Onita seconded. Approved unanimously. Joan will start drafting explanations of the changes, which will be included in the ballot.

The board discussed what questions it would want to ask at the board candidate forum. It would like questions that require more than a “yes” or “no” answer. The questions it will ask are “What is your understanding of the governance process?” and “What is your understanding of what your responsibilities will be under the code of conduct?”

Joan moved to adjourn the meeting. Georgie seconded. Approved unanimously.

Meeting adjourned at 1:00 pm.

Respectfully submitted,

Onita Mohr, board secretary