

Oneota Coop Board Meeting

November 27, 2012 5:07 PM

Board Members Present: Pardee, Hensley, Dykstra, Friest, Jensen and McCargar. Cross absent.

GM David Lester Present

Coop Member Owner Brigitta Mead Present

McCargar moved, Friest 2nded that the board move to Executive Session. Motion passed.

McCargar moved, Jensen 2nded to move back to regular meeting. Motion passed.

Member Comments:

Brigitta Meade commented on a proposal for the bylaw change if a board member leaves. She stated that it was not a time to give more power to the board. It is important to make sure the membership gets to participate in valuable decisions which will ensure the coop is different from other businesses.

Jensen moved, Hensley 2nded to approve the agenda. Unanimously passed.

McCargar moved, Hensley 2nded to approve minutes. Discussion.

Pardee moved, Jensen 2nded to correct the minutes on line 110 to insert the specific words of the motion, which had been provided in writing, and not paraphrase. Unanimously passed this correction.

Hensley moved, McCargar 2nded to correct the minutes to say, "Board agreed to let Johnice decide when she leaves the board." Unanimously passed this correction.

Minutes were approved as amended.

GM Report: Great Job!

Election Report: Have 1 candidate, maybe 1 more.

7.3: Iowa law must apply patronage dividends to unpaid portion of membership. Will be discussed in depth at December meeting.

8.1: GM Contract: An ad hoc committee consisting of Pardee and Hensley was appointed by the President to present the Board's proposal to the GM.

8.2: 5.10: In event of a Board vacancy. McCargar moved to amend the bylaws, Jensen 2nded

**Resolved:**

That section 5.10 of the OCC bylaws, which currently reads:

**5.10. VACANCIES.** In the event of a vacancy on the Board for any cause other than term expiration, the remaining directors shall appoint an interim director from among the members, to serve under the same terms as the regular director.

**Be replaced by:**

**5.10 VACANCIES.** In the event of a vacancy on the Board for any cause other than term expiration, the remaining directors may choose to appoint a replacement from among the members to complete that director's term, or the position may be filled for the remainder of the term by adding an additional slot to be elected by the membership in the regular annual board

election.

Changes in the bylaws by the Board MUST carry unanimously, and this Motion did carry unanimously.

Friest moved, Jensen 2nded to postpone agenda items 8.3 (L7: Asset Protection) and 8.4 (D4: Monitoring GM Performance) until next month. Motion carried unanimously..

Next meeting: December 18, 2012

G3: Jensen

Jensen moved, Hensley 2nded to adjourn meeting.

Respectfully submitted,

Anne Dykstra