

# Proposed EEFC Bylaws Changes by Category (2020)

## Member Participation

1. Members (including staff members) can serve on committees. (Formerly only board members were allowed.) The default is that committees are advisory to the full board. The board may bar lay members from confidential or sensitive matters. All committee members will be expected to uphold the same Code of Conduct as the board (maintaining confidentiality, disclosing conflict of interest, etc.). (2.5 & 4.13)
2. Members have the right to vote on binding referenda. (This was formerly vague.) Processes for Special Meetings & Referenda (2.5 & 3.2-3.6), Removal of a Board Member (4.14), and Bylaws Changes (7.1) have all been regularized. All such events require publicizing in the store, via email and social media, and by mail for those who have chosen that method of notification. All the above-named situations require at least one meeting and a non-attending vote option. (3.5)
3. If any of the situations mentioned in #2 are initiated by the membership (and an amicable request to the board has been denied) the number of petitioners required will be 500 (roughly 8% of members who have shopped in the last year and 20% of members who shop every month, instead of 10% of all members, which would be over 1,300). Notification of meetings requested by petition must occur within 30 days of petition submission and the meeting shall be held within 60 days of the petition submission (unless the petitioners request a later date). (3.2)
4. Members who are on a payment plan and current on payments are eligible to serve on the board, not just fully paid members. (2.5) If a board member on a payment plan lapses in payments, their membership fee will be deducted from their stipend automatically. (4.17)
5. Members have the right to weigh in on decisions that change the fundamental nature and culture of the Co-op. Whenever an issue seems to rise to this level, the board and staff should seek member input through meetings, surveys, binding and non-binding referenda, as deemed appropriate for the situation. (3.3) *New Section*
6. Members' right to speak at board meetings is affirmed. (4.4)
7. Board vacancies should be left open until the next election unless burdensome. Appointed board members shall serve only until the next election, instead of the whole remaining term. If both full term and partial term seats are open, they will be filled from longest to shortest by vote count from highest to lowest. (4.9)

## Transparency

8. The Annual Meeting will be in the first half of the fiscal year and include an Annual Report with financial statements and be tied to the board election cycle. (Removed in 2011.) (3.1)
9. "Maintaining communication with members" with the assistance of staff is part of the board's responsibilities. (Removed in 2011.) (4.1)

10. Topics for closed session are limited to discussions of personnel, confidential real estate information, crisis management, and litigation. The purpose for going into closed session should be stated with reasonable specificity during open session and in the minutes. Votes should be taken in closed session only if the board agrees that the matter is confidential or cannot wait until the next public meeting, in which case, any votes taken must be published in the minutes. (Previously, no limits.) (4.5)
11. The board may meet to do work outside of public meetings, but should summarize at the next open meeting. Substantive votes should be taken in working meetings only if the board votes that it is necessary and any votes taken must be published in the minutes. (The board currently has private “working meetings” every other month, similar to a full-board committee meeting.) (4.6) *New Section*
12. Board members who are subject to corrective action by fellow board members will receive fair warning, and will have the option to have either or both the accusations and the vote on the matter made at a public board meeting with advanced notice. Board members who have been removed are not automatically disqualified from running in future elections, but can be barred for substantive cause. (4.14)
13. Board stipends are allowed, but must be disclosed to the membership in the Annual Report. (Board members have been receiving a stipend of \$720 a year for the last several years.) (4.17) *New Section*

## **Staff Participation**

14. An optional tenth board seat will be reserved for staff and voted on only by staff (4.1), including for any mid-term vacancy to that seat. (4.9) The designated staff seat will be a one-year term. If no staff members choose to run in any given year, the seat will remain vacant. Anyone who reports directly to the board or the GM are not eligible to run for the staff-voted staff seat. Up to two additional staff members may be elected to the board in the general election. (Staff seats had been limited to one in 2011.) Staff cannot be President or Treasurer. Staff serving a regular three year term may stay on the board if they are no longer employed at the store, but anyone serving in the designated staff seat would be required to resign if they stopped working at EEFC. (4.2) An extra tie-breaking vote is given to the board member who has been an EEFC member the longest when there are 10 board members and the board can come to agreement no other way. (4.16) *New Sections and Revision*
15. Staff on the board are not automatically disqualified from participation in discussion on any subject, including the evaluation of the General Manager. (In the past, they have been seen as having an inherent conflict of interest rather than an important perspective to offer.) (4.8)

## **Logistics**

16. Spelling of by-laws regularized to bylaws. (Throughout)
17. All “his or her” and “his/her” switched to “their” and “he or she” changed to “they.” (Throughout).
18. Various spelling and capitalization errors fixed. (Throughout)

19. Rather than sometimes referring to the entity as EEFC and sometimes as “the Co-op,” regularized to EEFC. (1.1 & Throughout)
20. Removes the inaccurate statements that bylaws need to be filed with the state in order to take effect (1.2) and that officers are required to be appointed by state law. (4.10)
21. Instead of only individuals, households may be members (in keeping with current practice), but only one person can participate in any given governance action (petition, vote, etc.). (2.1 & 2.3)
22. Being a “member in good standing” no longer requires shopping within 3 years, allowing people to continue to vote even if they move away, as long as they are current on payments. (2.6 & 2.7)  
Removes possibility of termination of membership for delinquency of payments and makes such accounts inactive instead, as is our current practice. (2.7)
23. The notice required to involuntarily terminate a member is increased from 3 days to 14 days, allowing a member time to prepare to defend themselves at the hearing. (This does not preclude the EEFC from banning them from the store in the meantime.) (2.8)
24. Extends the policy of trying mediation before litigation to all conflicts between members and EEFC, not just those “involv[ing] normal membership transactions.” (2.10)
25. Instead of requiring notification by postal mail, individual notification for governance issues (elections, meetings) will now be primarily by email, but members will be given the option of choosing to be notified by postal mail when they become new members, and current members can opt-in to paper mailings at any time. (3.4) (All current members will receive a one-time paper mailing if this passes, notifying them of the change in policy and letting them: 1) sign up for all member-only emails, 2) sign up for a new governance-only email list, 3) continue to receive notification of meetings and elections by paper mail. Anyone who chooses not to respond will be considered to have been given “reasonable notice” going forward.)
26. Clarifies that the board only hires the GM, they don’t hire “management.” (4.1)
27. In the event of an uncontested election, the cooperative’s then-existing board of directors shall unanimously designate the uncontested, qualified candidates as directors. The cooperative shall give notice to membership of the names and qualifications of the new directors. (In the last 10 years, we’ve had two uncontested elections and had to run a full election anyway.) (4.3) *New Section*
28. Special (unscheduled) board meetings no longer require requests in writing and notice no longer needs to come only from the Secretary, reflecting current practice. (4.4)
29. There will no longer be an automatic removal from the board for missed meetings. (Failure to participate will be dealt with proactively and will be addressed in detail in the board policies.) (4.14)
30. The option to have a General Management Team, either temporarily or long-term, is added. (6.1)