Board members in attendance: Rachel, Karen, Vince, Collin, Alyssa, Shellbelle, Debbie

Others in attendance: Alex, Rhiannon, Scott, Resse, Wendy

Note taker: Rachel

Facilitator: Alyssa

Time keeper: Rhiannon

**Note on highlighting: Action items, Board consensus**

Minutes

* Check ins + preferred pronouns + firestarter (5 minutes)
* Review facilitation style + hand signals (5 minutes)
* WC updates
* Store Report (5 minutes)
	+ Report from Sara: We have a busy few weeks ahead! We have the Vegan Expo on the 30th. I am working on getting some things for that event. Inventory is scheduled for the 31st. I think this will go smoothly. I have the Lipari show April 2nd and 3rd. I finally have the reports I need to train with Shelly on this. I will be taking Abby Campbell in Victor’s place. She will be a big help! And of course the GMM is coming up as well. I will be there to introduce myself and answer any questions. There is also something I would like to talk about briefly at the meeting if there’s time. Something Pam Mehnert mentioned in my exit interview when I left Outpost. It can certainly be pushed to the next meeting, I know this is a busy one!
	+ Paula: Inventory is coming up on March 31. On the 30th, the co-op will be attending the Vegan Expo held at UWM--it’s the first time we are attending this sort of event. We will be selling food and hope to market our store/café and recruit volunteers. We applied for a temporary food permit for the year, so we can attend any of the events that we are prepared to attend.
	+ Alyssa: Should we ask about the Square reader?
	+ Paula: Since we are selling things, it would be good to have a credit card reader by using a tablet or a Square device on our phone.
	+ Sebasteon: If you have a smart phone with enough room, you can download the app and use it that way. Need to decide if we want to use Square or PayPal.
	+ Alyssa: I have located one that a friend has if the co-op wants to use it.
	+ Sebasteon: You can use it with a dongle if you don’t have a jack. The reader is free if we sign up for an account.
	+ Café (5 minutes)
	+ Report from Sebasteon: These past few weeks at the co-op's cafe have been some tumultuous ones but we are resilient. At the end of February, the cafe welcomed Abby as our newest employee. Abby comes to us from Urban Beets, having also worked at Outpost before that. Her resume goes above and beyond our requirements, she's focused and has a can-do attitude and is merging into the hectic cafe life with ease. The staff and I are very hopeful for the experience and insight she is going to bring to our team. Last Monday, March 11th, Victor sent out an email announcing his resignation as cafe co-manager. He initially planned to stay for 2 weeks but unfortunately decided not to come in for his shift today. We are sad to see him go but are now able to concentrate on moving forward and formulating a plan for the direction of management, to lead the cafe out of our recession and into a more lucrative fiscal year. I was able to set aside some time this past Friday with previous manager, Gina, to learn how to take over all the ordering. I feel like I have a concrete grasp on it and am confident that I will not experience the same pitfalls with ordering that plagued Victor. As it stands, Gina, Todd and I know how to do payroll. I'm hoping to teach at least 2 more willing cafe staff how to order and do payroll, so the responsibility will not fall on one person in the case of management vacation time or sudden absence of a manager. April will be a tough month for us in regards to staffing, with Nick being gone for the month and Victor no longer employed with us, but the remaining staff is willing to take on the hours and responsibilities to keep the cafe afloat. Hiring another person may be on the next workers collective agenda, since we currently have enough people to fill shifts but no one outside myself able to cover last minute cancellations or call outs. Also, a solid plan to retain cafe volunteers may be seen on a future WC agenda. I think cafe volunteers may be a big solution towards raising cafe morale as well as ensuring consistency and lowering wait times. I'll be at the GMM on the 7th with sloppy Jones fixin's, ready to answer questions and help solve problems.
	+ Volunteer Coordinator (5 minutes)
	+ Report from Ousia: The promise of spring is bringing new volunteers in; I've had an uptick in orientations, and I'm excited to integrate new volunteer energy into the co-op this season. The next month will be challenging; we have a couple of events (the Vegan Expo, and of course the GMM), and our first of four inventories in 2019. We'll need strong volunteer support for these dates, and for the day-to-day as well. The cafe in particular has had a large number of open shifts, so I will be trying focusing on supporting them with volunteer coverage, as well as recruiting volunteers for committees.
* Committee updates
	+ Finance (5 minutes)
		- Report from Collin: Café numbers have been down due to low sales and high labor costs. Created spreadsheets that will help better track spending--need to hear from Finance committee before reaching out to the Workers’ Collective with the spreadsheets and proposed action plan.
		- Wendy: Is there an annual budget process for the co-op?
		- Collin: We approve a budget, but we have not yet created ways to follow it.
		- Sebasteon: Sales numbers are likely down due to long wait times. People leave since they don’t want to wait.
		- Alyssa: Would it be helpful to offer suggestions like “buy a dishwasher”?
		- Collin: Yes, that would be helpful.
		- Sebasteon: Not sure if there is space for a dishwasher to be installed. Might be leaky since this is his experience with commercial dishwashers shows that and could cause hazards in the kitchen. Will need spare hands to load it and unload it.
		- Debbie: Have labor costs been getting better or worse?
		- Collin: They have been getting better, although February was $4,000 over budget.
		- Sebasteon: We thought sales would be higher, so did not project labor costs accurately.
		- Debbie: Not counting the sales numbers, were the labor costs decreasing as expected or still too high?
		- Collin: Still higher than expected, but would recommend making future projections on a weekly basis.
		- Karen: What percentage was the labor cost for February?
		- Collin: 59%, but the original projections had it at 39%.
		- Sebasteon: People were asking if there needs to be 2 café staff workers when there aren’t customers. The answer is likely yes since there’s clean up and prep that needs to be done. Could affect the wait time later on if prep work isn’t done.
		- Collin: Recommends looking at numbers weekly or biweekly and is willing to help out with the process.
		- Sebasteon: I have been going in and making adjustments to the schedule to avoid too much overlap when slow.
	+ Building Maintenance (2 minutes)
		- Vince: We had a lot of water leak into the basement, causing an electrical problem due to water from the mop area leaking or spilling.
		- Sebasteon: Will let café staff know.
	+ Communications (5 minutes)
		- Karen: Working on the GMM.
		- Debbie: Committee members are going to take a deep dive in the MailChimp to try and resolve issues there.
		- Karen: Tommasina is working on that, right?
		- Paula: Yes, but she doesn’t know who isn’t getting emails.
		- Collin: I sent Karen an email with a potential new volunteer.
		- Karen: Resse has been doing website and social media.
		- Collin: We need to update minutes on the website.
		- Resse: Will update the website with missing minutes.
	+ HR Committee (10 minutes)
		- Report from Rachel: This month we have been in the process of conducting Sara's probationary review and should be done soon. We will also be conducting an exit interview with Victor as he gave his 2 weeks' notice earlier this week. There will be structural changes in the cafe that need to be addressed from this committee's perspective, but are not yet certain.
			* Will not be able to volunteer on the HR committee after the GMM. Recommends that the co-op hire a third party organization to complete HR. Is willing to do some research and throw together a proposal for what the position might look like. Expressed interest in being considered for the position if the proposal meets the co-op’s needs.
		- Alyssa: Do we want to see if any members would be interested in volunteering?
		- Rachel: I would recommend against it since it takes a really particular person to carry out HR work in a regular, nonbiased way. We might be able to find someone, but we haven’t been successful at finding new people in recent history.
		- Debbie: It would be a good separation to not have it be a board duty. Would be a good idea to differentiate the board from HR duties and this level of involvement in the WC’s operations.
		- Wendy: Would there be a conflict in asking the membership to volunteer on the HR committee since we have plenty of people in the neighborhood who do HR full-time?
		- Collin: No conflict, there has just been no success in getting anyone to join. We have had people with HR background in the past.
		- Vince: Historical context: We rescinded the HR committee before and it resulted in a lot of problems. Would not like to see the HR person become the “General Manager”. Need to have more talks about this and concise reporting to the board.
		- Rachel: Will research existing companies and throw together a proposal for what a position might look like.
		- Paula: CDS helped out before and could serve as a good resource.
		- Karen: Are there specific people in the neighborhood who might not want to volunteer but would like to contract with the co-op to offer these services?
		- Wendy: Will think on it.
		- Shellbelle: Think about what we have in resources and what our budget is.
		- Collin: This position will be especially important when Sebasteon leaves at the end of July.
	+ Membership (5 minutes)
		- Report from Karen: Getting ready for GMM. Josh is doing all of the numbers. 2/3 of our sales are attributed to our membership!

Volunteer Liaisons (5 minutes)

* + - Alyssa: Do we still do the extra meal draw for weekend volunteers?
		- Sebasteon: No, we only have 4 people, so it would always be those same people.
		- Alyssa: Do we have other things we can do to encourage people to volunteer on the weekend?
		- Sebasteon: Should do the Volunteer of the Week board again to boost morale.
	+ Bylaws Ad Hoc (5 minutes) - *See “New Bylaws Changes Proposal Updated 03-17-19” at the end of the agenda for more details.*
		- Debbie: Bylaws happy hour went well. Had a number of people attend. Of these 6 bylaws proposals that the board had approved, only one was given a thumbs up by all meet up attendees.
			* Article 3: If we use term “Principal office” you have to use a street address. You don’t have to include it in your Bylaws, but you do have to have it in your Articles of Incorporation.
				+ There was some confusion about why we were focusing on the exact address. Explained that if something happened to our current building, it would make it more difficult to move to another location without holding a special membership meeting.
				+ Could change terminology to “primary location will be located in the Riverwest neighborhood” rather than stating the Principal Office and the address
				+ Collin: Doesn’t seem like it would be worth changing since it might just be confusing people.
				+ CONSENSUS: We are going to rescind proposing any changes.
			* Article 4.5: Would be easier to understand that it will be posted in “the store” rather than the “Principal Office” and specify that electronic communication will be used to notify membership (but without specifying the exact method of electronic communication as things are changing rapidly with electronic communications). “Notice” holds legal weight, but “announcements” does not.
				+ CONSENSUS: Move forward with the new proposed changes.
			* Article 4.6: Covers how time will be spent at membership meetings. Original language gives the impression that members can vote on every agenda item. Trying to focus the ability to modify time spent on agenda items to only those things that will result in a vote by the membership. Proposal that was previously approved by the board was viewed by members at the Bylaws Happy Hour as removing any language from the bylaws about membership’s voice at the GMM other than voting for board candidates or bylaw changes.
				+ CONSENSUS: Move forward with the new proposed changes.
			* Article 4.9: Added in when the membership will be advised that the board member nominations deadline exists. Will help keep the call for nominations open to all of the membership and encourage diversity.
				+ CONSENSUS: Move forward with the new proposed changes.
			* Article 5.6: Covers how to handle board members that drop out and getting someone new on board. It was discussed that it’s okay to keep it vague as long as the board is being held accountable. New proposal gives leniency on how quickly the board must fill the vacancy, but requires the board to notify membership of the vacancy, and regularly give updates until the seat is filled. Could be included in the newsletter and posted in the store.
				+ CONSENSUS: Move forward with the new proposed changes.
			* Article 9.1: No changes proposed.
				+ CONSENSUS: Move forward with originally proposed changes.
	+ Sustainability Committee (5 minutes)
		- Alyssa: Bingo on the Riverwest Currents and there is another waste bingo found in the Riverwest Co-op at the register.
		- Collin: There are some neighborhood clean-ups coming up.
		- Alyssa: Encourage people to join the Sustainability Committee to take on bulk management. Encourage people to bring in their own containers, as well as bringing back to-go containers to compost in our Kompost Krusaders bin.
	+ Exploratory Committee (5 minutes)
		- Alyssa: No updates, haven’t met. Have been focusing efforts on the existing location.
		- Debbie: Important to mention that the committee isn’t dying out, but is focusing efforts on co-op operations before exploring other possibilities.
* GMM Planning
	+ Alyssa: All applications have been posted in the store. There are 4 candidates and 4 open spots.
	+ Rachel: Do we have it posted on the website?
	+ Alyssa: Will send it to Resse.
	+ Rhiannon: Are you posting our emails on there?
	+ Collin: No.
	+ Rachel: Will we add it to the newsletter?
	+ Paula: It could be a part of the newsletter going out in early April. Will send it to Tommasina.
	+ Vince: Will let Lynn know that the GMM time was extended.
	+ Collin: Will give Lynn a GMM poster.
	+ Karen: Need to meet to determine GMM discussion questions, will be point person.
	+ Sebasteon: Will make both sloppy jones and nachos… “sloppy nachos”
	+ Vince: Will be some music before and after event.
	+ Alyssa: Can we add in the musicians to the flyer?
	+ Resse: Will get in contact with Jess and work with Shellbelle.
	+ Rachel: Will come up with agenda.
	+ Debbie: Will try to get a microphone (2 preferred, cordless).
	+ Alyssa: Will print out board bios to post on GMM walls. Will follow up with Belles about creating committee sign-up sheets.
	+ Rachel: Could the discussion question group send out the questions to the board ahead of the meeting? Share with discussion leaders so they can mull over how they’d like to guide the sessions?
	+ Debbie: Yes, will add it to the meeting discussion.
	+ Karen: Closing down the store/café so that staff can attend. Will post a sign on the door about the GMM. Would also like to discuss how we can show the café our board support.
* Other
	+ Announcements: (5 minutes)
		- GMM scheduled for Sunday, April 7th 2019
		- Workers Collective meeting: Every Wednesday 9am @ the Co-Op
		- Bylaws Meet Up: Thursday, May 2nd, 6-8pm, Public House
		- Bylaws Special Membership Meeting: time and location to be determined

Next meeting: **Tuesday, April 16 from 6:30-8:30pm** at the River Revitalization Foundation

**New Bylaws Changes Proposal Updated 03-17-19**

BLACK – CURRENT BYLAWS

RED – ORIGINAL PROPOSED CHANGE

BLUE–NEW PROPOSED CHANGES AND RATIONALE BASED ON MEMBER FEEDBACK

ARTICLE III PRINCIPAL OFFICE

The principal office of the co-op shall be located at 733 E Clarke St in the Riverwest neighborhood of

Milwaukee, Wisconsin.

ARTICLE III PRINCIPAL OFFICE

The principal office primary location of the co-op shall be located in the Riverwest neighborhood of Milwaukee, Wisconsin. **[Or rescind proposal and make no change.]**

4.5 The General Membership Meeting will be held annually. At this meeting, open seats on the Board of Directors will be filled by elections and annual reports will be presented. Long term or significant issues of the co-op may be discussed at this meeting. The exact time and place of this meeting will be posted inside the principal office and notice shall be given 14 days prior to the set date. Any proposal to change the by-laws or major existing policy shall be posted at this time. Additional special meetings of the membership may be proposed by the members and approved by the Board of Directors or called through the Board of Directors or by the Board of Directors. Posted notice of these meetings shall be given as above.

4.5 The General Membership Meeting will be held annually. At this meeting, open seats on the Board of Directors will be filled by elections and annual reports will be presented. Long term or significant issues of the co-op may be discussed at this meeting. The exact time and place of this meeting will be posted inside the principal office store and notice shall be given by way of the current standard of electronic communication 14 days prior to the set date. Additional special meetings of the membership may be proposed by the members and approved by the Board of Directors or called by the Board of Directors. Posted notice Announcements of these meetings shall be given as above.

4.6 Only members may vote at membership meetings. All members shall have one vote. Members must be present to vote. Directors will be elected by a plurality of votes. Unless otherwise specified by these by-laws or otherwise required by law, issues shall be decided as follows: Discussion of an issue agenda item will be limited to 1/2 hour at which time there will be check for consensus. If consensus has not been reached, the discussion period can be extended for another 1/2 hour by a 2/3 majority of members at the meeting. If the motion to extend discussion fails or if after extension consensus is still not reached, a 2/3 vote will be necessary for adoption.

4.6 Only members may vote at membership meetings. All members shall have one vote. Members must be present to vote. Directors will be elected by a plurality of votes. Discussion of agenda items will be a limited to a set time. Once that time is met, discussion ends unless, a majority of the membership present requests an extension of time. Unless otherwise specified by these by-laws or otherwise required by law, issues brought

to the membership for a vote shall be decided as follows: Discussion of an issue agenda item will be limited to 1/2 hour at which time there will be check for consensus. If consensus has not been reached, the

discussion period can be extended for another 1/2 hour by a 2/3 majority of members at the meeting. If the motion to extend discussion fails or if after extension consensus is still not reached, a 2/3 vote will be necessary for adoption. [The new proposal it to simply revert back to the old language, with the added specification that this pertains to voting issues only.]

4.9 All current members may vote for Directors and on by-law amendments and other questions. Nominations for Directors shall be made by the fifth day of the month before the membership meeting. No nominations

may be made from the floor of the membership meeting. The Board shall provide for the opportunity for both

sides of any proposal to be fairly presented to the membership.

4.9 All current members may vote for Directors and on by-law amendments and other questions. Nominations for Directors shall be made no later than 30 days before the scheduled membership meeting. Membership

will be advised of the deadline for nominations with information posted inside the store and by way of the current standard of electronic communication 14 days prior to the deadline for nominations. No nominations

may be made from the floor of the membership meeting. The Board shall provide for the opportunity for both sides of any proposal to be fairly presented to the membership.

5.6 Any vacancies among the Board shall be filled by appointment at the next scheduled Board meeting, by consensus of the Board members then in office. If consensus is not reached, a 2/3 majority is required. This appointment shall be in effect until the next regularly scheduled election.

5.6 Any vacancies among the Board shall be filled in as timely a manner as possible by appointment through consensus of the Board members then in office. If consensus cannot be reached, a 2/3 majority is required. This appointment shall be in effect, on an interim basis, until the next regularly scheduled election. Membership will be made aware of any vacancy on the board within 30 days of vacancy, with information posted in the store and by way of the current standard of electronic communication; there will be regularly scheduled updates to the membership about progress replacing the board member every 45 days, and the membership will be notified of the interim appointment when it is made.

9.1 The By-Laws may be amended or repealed, or new By-Laws may be adopted, by majority vote of the members at a membership meeting subject to the following conditions: a) The membership will be notified in writing of the exact wording of any changes within 45 days (forty-five) days of approval, b) By-Law changes take effect 90 (ninety) days after membership approval, unless repealed.

9.1 The by-laws may be amended or repealed, or new by-laws may be adopted, by a 2/3 majority vote of members present at a scheduled membership meeting. The membership will be notified in writing of the exact wording of any proposed changes no less than 45 days (forty-five) days prior to the vote. By-Law changes take effect 90 (ninety) days after membership approval.

**Rationale for new proposed changes:**

Article III: the language “principle office” is specific legal language that makes it so we MUST have a street address if we use that phrase. Karl, a lawyer who deals with this sort of stuff, seemed to think that it was not a big deal to change our principal office if necessary, so our concerns about this are moot. It probably makes more sense to simply not change it.

4.5 Karl suggests avoiding “notice,” and specifying it when we use it, because just using “notice” vaguely can open up questions, contestations, and problems. In general, the language should be crystal clear but not super specific.

4.6 Members present objected strongly to removing the specific language structuring discussions would go

from this section. The proposed changes take power away from the membership. The members’ argument was that this is what the membership meeting is for; this is the one opportunity members can get together and have a voice. The original intention was that the co-op was always going to be a place where general membership/community had a voice. The proposed change is replacing this structure with nothing, which is a problem. Committee representatives recalled that the issue with the section was that it seemed vague— anything could be debated on and on. What’s missing is where it specifies that this pertains to something the membership is voting on. Wendy and Karl see this whole paragraph as something implicitly about voting

issues. The solution that came out of discussion is that we insert “voting issues” into the original language and

keep the original language. This structure would pertain to anything the board asks membership to vote on. Another possibility: clarify, make it more specific, at every level; a more comprehensive precise approach would be a solution to the confusion.

4.9 The members need to know when the deadline for nominations is so they can have a chance to actually nominate candidates in advance of the deadline.

5.6 There was concern about the openness of “timely a manner as possible.” It was concluded through discussion that keeping the membership in the loop would provide an adequate counterweight, and in any case, the membership should be made aware when one of their elected directors has stepped down.

9.1 The members attending the happy hour were strongly supportive of the proposed change to bylaw 9.1. NOTES AND SUGGESTONS ON OTHER BYLAWS

5.4 Karl suggests a revision to the bylaws that doesn’t require going to the membership to remove a board member. The board should be able to remove a director for certain reasons, for example code of conduct, attendance at certain number of meetings, etc. He suggests a process for board removals: Special board meeting, notified to the members, they can come watch, not a membership meeting, accusation of bad acts, accused gets to defend, removal by unanimous board decision. This puts obligations on the board to make transparent what’s going on and invites the membership to witness.

Other:

- Can we call a special membership meeting without doing a direct mailing??? Ask Nola!

- Conflict of interest. Do we have a conflict of interest check in the bylaws? We probably should.

- Ideal bylaws build in checks at the structural level. Procedure is where you get the safety.

- Wisconsin Statute 185 governs cooperatives.