

## MINUTES

Weavers Way Cooperative Association

Spring General Membership Meeting

Saturday May 17, 2008 at 6:30 pm

Summit Presbyterian Church

Vice President Nancy Weinman called the meeting of the Weavers Way General Membership to order at 6:30 pm on Saturday, May 17<sup>th</sup>, 2008 at the Summit Presbyterian Church Fellowship Hall, Greene and Westview Streets, Philadelphia. Nancy announced that a quorum was met and thanked everyone for attending the meeting. Nancy expressed appreciation to the band, the staff, members and vendors who provided help, food, and entertainment for the meeting and to Summit Church for the use of meeting space over the years.

### Approval of Minutes from Fall 2007 General Membership Meeting

The minutes of the Fall 2007 General Membership Meeting were approved as written.

### Jules Timerman Tribute

Norman Weiss gave a brief tribute to Jules Timerman, the founder of Weavers Way, who passed away on April 3, 2008. To honor Jules, Norman announced that a bench with the inscription: "In loving memory of Jules Timerman whose hard work, tenacity and vision made Weavers Way a reality and in doing so enriched our lives and our community" would be placed in front of the store.

### Proposed By-Law Changes

Nancy Weinman gave a summary of the proposed By-law changes and the Board's reasons for proposing the changes as set forth in the May 2008 Shuttle. A copy of the proposed changes as they appeared in the May 2008 Shuttle is attached to these minutes as Exhibit A for reference. The reasons for each change is explained in italicized text. Each proposal was discussed before it was a voted upon by the members.

### Vote #1. Voting by Ballot

Nancy explained that the Board was recommending that (1) Article IV, Section 6d be added to the By-laws to create a mechanism for membership voting by ballot and (2) Section 7 of Article VIII of the By-laws be revised to extend voting by ballot to votes on By-law amendments, so that members who are unable to attend a membership meeting in person would have an opportunity to have a voice in the election of directors and, as authorized by the board, to other issues brought to the members for a vote, including amendments to the By-laws.

Outcome: The motion to amend the By-laws to add Article IV, Section 6d and to revise Section VIII of the By-laws as set forth in Exhibit A to these minutes was approved by the members.

#### .Vote #2. Board Size and Election of Directors

Nancy explained the Board was proposing the following revisions to Article V of the By-laws: (1) revisions to Sections 1 of Article V to clarify the rules that will apply to the voting for directors by ballot; (2) revisions to Sections 2 and 3 of Article V to describe more clearly how the dedicated slot on the board for the immediate past president will be handled if the immediate past president is unwilling or unable to serve on the board and to eliminate dedicated seats on the board for staff members so that staff members running for Board seats will be treated the same as other members of the Co-op, and (3) revisions to Section 3 to extend the term of directors from two to three years.

One member questioned whether the proposed changes relating to staff representation on the board was disrespectful of the traditional role played by staff on the board. In response, the current staff members explained that they would prefer to be considered for board seats on the same basis as other members.

At least one member urged the members to vote against this proposed change. One member urged members to support this change as a vote of confidence in the board that has worked diligently to consider the pros and cons of the proposals.

Outcome: The motion to amend Sections 1 through 4 of Article V of the By-laws as set forth in Exhibit A to these minutes was approved by the members.

#### Vote #3. Executive Session

Nancy explained that the Board was recommending that Article VI, Section 11 (permitting the Board to go into executive session for the purpose of discussing confidential and sensitive matters) be added to the Bylaws.

Outcome: The motion to add Article VI, Section 11 to the By-laws as set forth in Exhibit A to these minutes was approved by the members.

#### Vote #4. Other Changes

Nancy explained that the Board was proposing a series of other changes to the By-laws, as set forth in the May 2008 Shuttle, to clarify the intent of the By-laws as adopted including proposals (1) to delete language from the By-laws that is no longer applicable, (2) to eliminate the use of the antiquated Robert's Rules of Order in conducting meetings, (3) to permit legally emancipated minors to be members, and (4) to make the By-laws internally consistent and better organized.

Outcome: All the other changes to the By-laws proposed to clarify the intent of the By-laws as adopted, as set forth in Exhibit A to these minutes, were approved by the members.

#### President's Report

Board president, Stu Katz, expressed appreciation to Weavers Way staff, committee chairs and board members, and Vice-President Nancy Weinman for their hard work on working on the By-laws and putting the proposed changes into a format that allowed for orderly discussion and debate. Stu reported that during his tenure as president, he attempted to minimize the amount of time we devote to day to day matters while focusing on long-range issues and policy issues. In the last year, the board spent a good deal of time exploring how to work with existing community organizations and to expand the co-op model without undue risk to the coop's sustainability. Stu stated the process of sharing our hard-learned experience with groups like the Ogontz Revitalization Corporation, Elkins Park, Chestnut Hill, and East Falls communities has been quite remarkable and invigorating. He commended the staff and managers for all their hard and wonderful work. He also thanked all of the committee Chairs and members for the efforts they have made to bring Weavers Way missions and values into a reality that people feel and know. Finally, he thanked the Weavers Way Board for all efforts to represent the members and to assure that the Co-op is successful in everyway possible. Stu stressed that in his tenure as a board member he has come to appreciate that within the co-op model is an idea of local control and an alternative economic model that has within it the seeds of the ability to change the world. As this organization grows and changes, he urged members to think about this and look at risk and reward within that context.

#### General Manager's Report

Jonathan McGoran and Rick Spalek delivered a PowerPoint presentation about Weavers Way's Emerging Role in the Community. The presentation summarized and explained our expansion efforts in a number of areas, and how these efforts served to further Weavers Way's stated Ends. Included in the presentation were efforts to purchase the Kurtz building, opening of the Weavers Way Ogontz store, efforts to help other new co-ops get off the ground, and our commitment to buying locally. WWCP executive Director Rachel Milenbach also spoke about WWCP programs, and David Siller gave an overview of what is happening at the Weavers Way Farm, including expansion of production and education, and the creation of the Seeds for Learning Farm at Martin Luther King High School.

#### Board Election Results

Sylvia Carter announced the board election results as follows: Nancy Weinman; Bob Noble, Sue Wasserkrug and Dave Tukey (staff representative) were elected to two year terms. Chris Hill was elected to a one year term.

The meeting adjourned at approximately 8:45 pm.

PROPOSED CHANGES TO THE  
**By-laws of the Weavers Way Cooperative Association**  
A Non-Profit Cooperative Association Organized Under The Pennsylvania Cooperative Corporation Law of 1988  
CHANGES WILL BE VOTED ON AT THE SPRING GENERAL MEMBERSHIP MEETING, MAY 17, 2008

## Article I - Purposes

The purpose of the Weavers Way Cooperative Association (the "Co-op") is --

*Clarifies that Weavers Way Cooperative Association will be referred to as "The Co-op" throughout the By-laws, as change in meaning.*

## Article II - Offices

The principal office of The Weavers Way Cooperative Association (hereinafter referred to as "The Co-op") shall be 559 Carpenter Lane, Philadelphia, Pennsylvania 19119. ....

*Change for example of words, no change in meaning.*

## Article III - Membership

### 1. Classes of Membership

a. **Regular Membership** - A household may apply for a single, regular membership to be held in the names of all persons in the household who are at least eighteen (18) years old or are legally emancipated minors. As used in these By-laws, regular membership shall mean a household unit of one or more persons who are eighteen (18) years or older or are legally emancipated minors. Household shall mean a group of persons residing at the same address who live together as a unit. As used in these By-laws, "Members" shall refer to households who are regular members of the Co-op.

*for legal clarification, does not change meaning or intent. Note the definition of a Member.*

b. **Associate Membership** - .... Associate members shall be eligible for all non-shopping services available to members of the Co-op, and shall receive all Co-op publications. Persons in the household of an Associate member shall not be entitled to serve on the Board of Directors or hold office in the Co-op, vote at membership meetings or on any matters submitted to the Members for a vote, shop in the Co-op as a Member or contribute capital to the Co-op. Further, persons in the household of an Associate member shall have no orientation obligation and no work obligation. ....

*for clarification, does not change meaning or intent.*

2. **Membership Requirements** - The members of the Co-op shall consist only of those households which have met the following requirements: payment in full of the minimum annual regular membership capital contribution established by the Co-op; completion of, or being in the process of completing, the work requirement established by the Co-op; and satisfaction of any other requirements established by the Members from time to time. *Co-op. Any household that meets these requirements shall be considered a Member in good standing for purposes of these By-laws.*

*for clarification, no change in meaning or intent.*

### 3. Orientation - [No change]

4. **Records** - The Co-op shall maintain records that be kept showing the names, addresses, phone numbers and date of membership for each member and associate member, including all persons in a household.

*for clarification, no change in meaning or intent.*

5. **Work Requirement** - The Co-op, by vote of the members present and voting at a regular or

special meeting of members may impose an annual work requirement.

*for clarification, no change in meaning or intent.*

### 6. Voluntary Termination of Membership

A member may, at any time, terminate membership in the Co-op by submitting to a person designated by the Board of Directors a written statement stating that the member wishes to terminate its membership. Such statement shall be signed by the member or, where applicable, all persons in the household of the member. Voluntary termination shall not affect the terminating member's existing liabilities to the Co-op. The member's regular capital shall, upon written request, be returned to any person in the household of the member in cash subject to deductions for debts owed by the member to the Co-op.

*for clarification, no change in meaning or intent. The member household is considered one entity with any one person in the household unit as equal to another.*

7. **Leaves of Absence** - Leaves of absence may be granted to members for periods not to exceed one year. During the leave of absence the member shall be relieved from any annual work requirement, but shall not be relieved of any requirements related to payment of capital. The member shall retain his/her right to vote during the leave, but no person in the household of the member shall have the right to shop as a member in the Co-op.

*for clarification, no change in meaning or intent.*

### 8. Transfer of Membership - [No change]

9. **Death of a Member** - Upon the death of the last or only person included in a membership, the membership shall immediately terminate. Upon written request, the Co-op shall return the terminated member's regular capital to the person designated as "beneficiary" on the Co-op's records. If no such request is made within two years after the member's death of the last person in the household, all of the member's capital shall be forfeited and transferred to the reserve capital account.

*for clarification, no change in meaning or intent.*

10. **Suspension or Expulsion** - The Board of Directors may suspend or expel any member for cause. A member proposed for suspension or expulsion shall be given reasonable notice of the pending action. The Board shall be authorized to prescribe procedures under which the proposed suspension or expulsion shall be considered. The member shall have the right to appeal the suspension or expulsion to the membership at the next regularly scheduled membership meeting. Suspension or expulsion of a member shall not affect that member's existing liabilities to the Co-op. If a member is expelled, the member's regular capital shall be returned to the member, subject to deductions for debts owed by the member to the Co-op.

*for clarification, no change in meaning or intent.*

### 11. Limits on Members - [No change]

## Article IV - Meetings of Members

1. **Semi-annual Meetings** - Regular meetings of the members shall be held, ....

2. **Special Meetings** - Special meetings of the members may be called by a resolution of the Board of Directors, or by a petition signed by at least one-tenth of the members entitled to vote, stating the purpose of the requested meeting and delivered to the Secretary. .... If the Secretary fails to call the meeting and issue notice of it within seven days after receipt of the petition, the petitioning members may issue the notice. ....

3. **Notice of Meetings** - The Secretary shall mail a written notice of each meeting of the members, setting forth the date, time, place and nature of the business of the meeting, to each member at the member's last known address, not less than twenty days before the date of the meeting. Such notice shall be deemed delivered if deposited in the United States mail with at least third-class postage affixed and addressed to the latest address provided by the member. The notice shall also be conspicuously posted at the Co-op.

4. **Agenda** - The agenda for the membership meeting shall be set forth in the notice of meeting. .... Any member may request that an item be placed on the agenda of a membership meeting by submitting to the Board a petition of ten (10) voting members, which shall be delivered to the Board within sufficient time for the issue to be publicized in the notice of the membership meeting sent to members.

5. **Quorum** - A number of Members (i.e., households) members equivalent to either five percent (5%) of the members or fifty (50) members, whichever is less, shall constitute a quorum at any meeting of members. The members present at a properly organized meeting may continue to do business, despite the withdrawal from the meeting of enough members to leave less than a quorum. If a meeting of members, ....

*There are only for clarification, no change in intent or meaning.*

### 6. Voting -

a. **Eligibility** - The Board shall direct the General Manager to Membership Chairperson shall review or cause to have reviewed the membership records prior to each meeting of the members and shall determine that they contain the names of members in good standing and entitled to vote. A list of such members or other similar records shall be produced and kept open at the time and place of such meeting. Listing in the membership records shall be prima facie evidence of a member's eligibility to vote.

*for clarification, the board as a whole should be the responsible party rather than the Membership Chair.*

b. [No change]

c. All questions brought before the meeting shall be determined by the votes of a majority of the members present in person and entitled to vote, except as otherwise provided by statute or these By-laws.

d. **Voting by Ballot** - All voting for Directors shall be by ballot in accordance with Article V of these By-laws. In addition, the Board may authorize voting by ballot on any other issue that properly may be brought to the members for a vote, including but not limited to any proposal to amend these By-laws. Whenever voting is conducted by ballot, the following rules shall apply: (1) All votes shall be submitted by ballot and no

voice votes will be counted; (2) the form of the ballot shall be prescribed by the Board; (3) a copy of the proposal or ballot to be voted upon and the date and time by which the ballot must be received by the Co-op in order to be counted (the "Ballot Due Date") shall be published in the Co-op newsletter or another publication mailed to members no less than 30 days nor more than 60 days before the Ballot Due Date and shall be posted in a conspicuous place in each Co-op store and on the Co-op's website throughout the 30 days immediately preceding the Ballot Due Date; (4) the Ballot Due Date shall not be later than the adjournment of the meeting at which the issue described in the ballot is being considered; and (5) the ballot shall set forth the instructions for returning the ballots, which shall include as one option depositing the ballot in a ballot box located in any Co-op store. Each Member household shall be limited to submitting one ballot on each voting occasion. To be counted, ballots must be received by the Ballot Due Date, must be returned in accordance with the instructions on the ballot, and must meet certification standards set by the Board to ensure confidentiality, authenticity, and validity. Three persons designated by the Board shall count the ballots in a manner designed to preserve the confidentiality of the member's vote. The vote shall not be considered an act of the members unless at least 75 ballots are received by the Co-op.

*Action 4d is a new action. It is in effect to provide a more fair and open vote in the membership when a vote of the membership is needed, the board decided to change the way voting process in some circumstances from voice/vote count vote to paper ballots. After receiving other had cooperative processes and deliberation, we propose as addition of the action 4d. This addition will provide an opportunity for members who are not able to attend a meeting in person to make their choice on a topic or issue known. It also allows a written record of the topic for a member to better weigh options and have time to think and deliberate on the issue at hand before open debate and vote. The board recommends the adoption of 4d in the Weavers Way By-laws.*

7. **Conduct of Meetings** - Meetings of members shall be governed by Robert's Rules of Order or The Modern Rules of Order, as determined by the presiding officer prior to commencement of the meeting. .... The regular meetings of members shall include the following matters:

- Recording the names of members present;
- Reading and action on minutes of previous meeting of members;

....

### 9. Referendum on Acts of Directors

Any action taken by the Board of Directors shall be referred to the members for approval or disapproval if demanded by petition of at least ten percent (10%) of the members delivered to the Secretary within sixty (60) days after the date that the action is authorized by the Board of Directors. Such matters shall be approved or disapproved by the members at the next regular meeting. .... Rights of third parties which vest between the time that the action is authorized by the Board of Directors and the time that the petition is received or the referendum is held shall not be impaired by a vote of the members.

*for clarification, no change in meaning or intent.*

