

This 2019 Bylaws proposal is a rerun of last year's failed attempt to shift power from Co-op Membership. Co-op Bylaws should ensure effective Membership governance participation and strong accountability of Directors to the Members, who are the Co-op's equity investors and owners of this enterprise. While 2019's process solicited input from Members, the result is a similarly flawed proposal – vote NO.

The proposal rectifies some provisions inconsistent with CA law, but as a trojan horse for a fundamental transformation in governance -- resembling an "REI" type of "co-op" that extremely limits Member participation and Director accountability to Co-op owners.

The proposal:

- shifts governance to Director-approved policy decisions rather than Member-approved Bylaws;
- includes a new circumstance that could allow Directors, without Member approval, to incur debt obligations that could exceed the Co-op's financial net worth;
- dilutes Member's voting power by allowing the Board to select, as President, a person not elected by the Co-op's Membership;
- removes from Bylaws the, currently mandatory, Election Committee and list of important protections for Member elections;
- removes the currently listed functions of Membership meetings;
- creates roadblocks for Members to bring proposals for consideration;
- makes it harder for Members to get on the ballot via petition;
- drastically reduces accountability by establishing a minimum of only one official annual member meeting and eliminates monthly Board meeting requirements;

- if a nine-member board is approved, allows initial Board appointment of the two new Director positions without the Members' vote to approve the candidates.

The 2018 proposal was fundamentally flawed—and 2019 has the same issues.

It deserves a strong NO vote.

Maybe, next year, the third time will be the charm!

Submitted by Members:

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