

Monday, September 22nd, 2014—Board Meeting notes summary
Monday, October 20th, 2014—Board Meeting notes summary
Monday, November 17th, 2014—Board Meeting notes summary
Monday, January 19th, 2015—Board Meeting notes summary

September 2014 Board Meeting:

Date: 9/22/2014 5:30-7:43 PM [Monday the 22nd Board meeting, we formally deliver the petition]

Notes compiled by Root: DNF Board minutes & personal meeting notes

Attendees: Board, Board Attorneys Tom Geyer and Katie Dittleberger, 30-40 Co-op owners (Board minutes count) including Root & Pat

Subject: Board allows their two attorneys to speak about their review of the DNF Bylaws at start; makes DNF member-owners wait until end of meeting for “New Business” to make any comments about the petition (last 10 scheduled minutes; by then more than half had left without making any comments). Board solicits volunteers for New Board Special Election nominating committee.

From Board Meeting Minutes taken by Board Secretary, Victoria Robinson:

Discussion of Bylaws in regards to the Petition to remove the BoD: Attorney Tom Geyer

Tom Geyer spoke re petition; representing entire cooperatives interests as whole, not the Board or the petitioners; Bylaws: two different sections giving time frame – not less than 60 or 90 days – opinion by attorneys meeting to be held Nov 8th – Dec 8th since petition was received by Board on Sept 9th – Board has been given proper notice of issue – Board must give notice of meeting 15-45 days before – discussion of petition to be held – quorum must be present at meeting for vote to begin – concerned with replacement of entire Board with no Board to take its place – 3 options: 1) BoD nominates candidates; 2) establish nominating committee to qualify candidates; 3) potential candidate generates a petition signed by co-op owners for name to be on ballot.

Problem if only 2 people being nominated to replace 7

If remove all 7 must have 7, ideally more, in place to vote on (Pat Blair indicated that that isn't a problem)

If a nomination is going to be submitted for new members it must be done within 60 days from meeting?

Bylaws don't present all issues

Quorum = 30 owners or 5% whichever is fewer

Step A – vote on removal of Board; Step B – vote on new Board members

Petition carries an issue to be brought before the Board, it is not a vote

No votes by proxy

Recommendation to retain an independent accounting firm to count the votes

10 days to vote after special meeting

Nominations – Board approved, nominating committee approved (no timeframe for nominee submission), approval with 25 coop owners signatures for annual meeting

Electronic or paper signatures

The purpose of the Bylaws: when bylaws aren't followed – any coop owner has right to enforce them; opens owners up to liability

Come up with nominating committee guidelines tonight

Action: nominating committee (to go out and find nominees): Pat Blair, Dan Randolph, Carolyn Moller, Paul Kosnik – Board and member/owner [Randolph, Moller and Kosnik all favor keeping current Board]; 3rd party to execute entire process (write a description of what we want, get a few bids)
3rd party to validate petition signatures

Questions: Can nominating committee member run for Board? What would the new Board member terms be if vote for petition to remove current Board succeeds? Can the voting be done electronically or only paper ballots?

Julie Meadows asked petitioners to drop petition and save store money and have elections at annual meeting; Root and Pat said no; she asked prevailing party to pay for costs of process

Steve – can petition be signed electronically? (~ 60 signatures electronic)

Root submitted official petition to remove the current BoD

Special meeting to discuss and begin vote on Petition to remove the current DNF BoD scheduled for December 3rd at 7 pm, location TBD

[Routine Board business commences; makes all members wait until last 15 minutes for comments]

Owner Input: The Board opened the meeting to DNF member/owner comments. Marty Stecker, Sharon Gordon, Jules Masterjohn, Mary Haverand, Pat Blair, and Root Routledge all shared thoughts.

[End of formal meeting minutes] Meeting adjourned at 7:43 PM.

Root's Notes: (concur with Board minutes up to this point)

Nomination committee to report next meeting (October 20th). It was suggested that the Bylaws need work; Root volunteered to be on Bylaws committee - start in January after election.

At 7:20 PM: Meeting now open to members for comments. Only 14 people remained by then.

October 2014 Board Meeting:

Date: 10/20/2014 5:30-7:43 PM [Board meeting, nomination committee report]

Notes compiled by Root: DNF Board minutes

Attendees: Geoff Wolf, Paul Kosnik, Victoria Robinson, Robert Fitts, Jim Forleo, Brian Gaddy, Naomi Marty, Pat Blair, Laura Hugel, Karin Rossi, Toby Lane, Stanley Michael, Craig Scott, Debbie Wambaugh, Julie Meadows, Sharon Gordon, Meghan Robinson, Nancy Scott

Subject: Nominating committee report; routine Board business

From Board Meeting Minutes taken by Board Secretary, Victoria Robinson:

Nominating Committee: Chair, Paul Kosnik; Pat Blair; Carolyn Moller; Dan Randolph are members

Open Director Seats: Deborah and Colleen have resigned their Board positions due to family situations; Deborah will remain as alternate

Have had three meetings since Sept BoD meeting; Has been enthusiastic in leading how petition vote will be carried out; closing for nominations is Oct 26; About 5 applications have been received so far; Carolyn Moller contacted the League of Women Voters and a FLC group to help with the election process: ballot collection, counting votes (time consuming process to make sure membership current and only one vote per membership); discussed DNF giving contribution to both organizations

Vote to start at 7 pm on 12/3 and run until 7 pm on 12/13; counting to take place at DNF office on 12/14; Brian to call library for location (6-9 pm)

Discussed having LWV help structure

Working on pro-con statements limited to 200 words; drafted by Pat Blair and Dan Randolph; intend to have to go out with ballots; check and balance happening, emotion removed

Type of ballot: Electronic ballot?? Room for abuse; paper ballot; ask LWV their advice; if two people vote on same membership

Membership in good standing needs to be verified

Heard from membership that petition was only for removal of current Board so interested in setting up two votes; nominating committee unanimously in favor of having one voting period; need to have clear communication

Will work on language for ballot at next meeting (10/27); flow chart/visual suggested for ballot

Geoff made it clear that if the ballot was clear, the BoD would accept having one election but if it isn't, the BoD will not accept

Jim would like the Board to have an opportunity to speak at the Dec 3rd special meeting

Fill empty Board seats?? Geoff recommends not acting now because there is much confusion over what would happen to those Board members if the petition is voted

[End of nomination related meeting minutes]

November 2014 Board Meeting:

Date: 11/17/2014 [5:30-7:43 PM](#) [Board meeting, nomination committee report]

Notes compiled by Root: DNF Board minutes

Attendees: Geoff Wolf, Paul Kosnik, Victoria Robinson, Robert Fitts, Deborah Powell (alternate), Brian Gaddy, many DNF Coop Owners, Mark Goehring (DNF Co-op CDS Consultant), C.E. Pugh & Dave Olson (from NCGA)

Subject: Routine Board business; primary focus of meeting was talk by C.E. Pugh; Nominating committee report

Committee Reports:

Nominating committee: Paul is chair

For past couple of weeks have been waiting for direction from Board. Now that there will not be a vote on the petition to remove the Board, the committee will thank all those who submitted an application and those who helped the committee with the voting process. Want thoughts on how to proceed.

Geoff: For Dec 3rd meeting, have Owners who submitted applications to serve on Board speak on their views for the future of the coop as well as have a discussion with all Owners in attendance for the future of the coop, what is local?

Important to keep nominating committee active.

Ideas: Have dessert potluck; Have small discussion groups with set topic; Have another meeting closer to April elections

Mediation Update:

The Board has not heard from Root or Pat regarding the legal review of the petition to remove the Board. The Board's door will always be open to Root, Pat, the petition signers, and any Co-op owner.

Next meeting on Dec 3rd at 7 pm at the library. Focus: Future vision for the coop. [meeting didn't happen]

January 2015 Board Meeting:

Date: 1/19/2015 5:30-7:43 PM [Board meeting, nomination committee report]

Notes compiled by Root: DNF Board minutes

Attendees: Geoff Wolf, Paul Kosnik, Victoria Robinson, Robert Fitts, Jim Forleo, Brian Gaddy, Coop Owners: Walderman Winkler, Lisa Pedolsky, Dave Weidenmilleer, Ron Margolos

Subject: Routine Board business; Nominating committee report

Committee Reports:

Nominating committee April Election Update:

Craig Scott not interested in participating; Carolyn Moller might be interested; Robert agreed to help Paul.

Reconciliation with Root/Pat: Board wants to heal rift with petitioners; Brian contacted Root on behalf of Board to arrange to sit down to talk and Root would not; Jim is planning on reaching out to Rob Blair

New Business:

Member Request to Consider a Name Change: Vote starting with annual meeting in conjunction with Board elections: should the name be changed or not? Start PR with annual meeting.

Board annual retreat will replace the February monthly meeting.

[End of January meeting minutes]