

# NUCMC

## Member Meeting 02/23

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### **I. Call to order: 23 February 2016, 6:40 pm, John Lind House**

#### **A. Welcome**

Nate Beran gave a short introduction on opportunities to buy local, food and fellowship, and fulfilling unmet needs in our community.

#### **B. Approval of Agenda**

Beth Fluegge made a motion to approve the agenda. Ann Vogel seconded it. The agenda was approved unanimously.

### **II. Introductions**

**A. Board of Directors:** Nate Beran introduced the existing board of himself, Katie Dorschner, Tracie Vranich, Amanda Groebner, Mary Jane Glawe, Beth Fluegge, and our absent board members, Gail LeGare, and Lynnnda Kalk.

**B. Acknowledgments:** The remainder of the members went around and introduced themselves. Nate Beran mentioned that we have some samples to share and product available for purchase tonight.

### **III. Secretary Report:**

**A. Approval of 2015 Annual Meeting Minutes:** The current board did not have access to the 2015 minutes. Beth Fluegge made a motion to table the approval until the minutes became available. Su Berans seconded it. Motion carried unanimously.

### **IV. Treasurer Report:**

**A. Approval of 2015 Annual Treasurer's Report:** The current board did not have access to the 2015 account records. The board is working towards a comprehensive report. The board was able to successfully transfer money to a new account. We discussed that in the future there will be more than one person with access. Mary Jane

Glawe noted that Paul Warshauer helped us recover some of our records. Tracie made a motion to table the report until we have more information. Jamie Rieser seconded it. The motion carried unanimously.

## V. Old Business:

**A. Overview of 2015 Activities:** Nate Beran spoke about how 2015 showed wonderful member participation as evidence by the attendance at the annual meeting. The Gnomemade market in early November was a great success. The board fell to 5 members during the year, but we now hold at 8 board members. We have gained a lot of experienced people on the board.

**B. Vacating Property at 526 South Minnesota:** When we were in the 526 S Minnesota building we went for an extended period of time without an upstairs renter. This was hard on our account. Ultimately, we were unable to make our final payment on the contract for deed. We have moved everything out of the 526 S Minnesota building. We are excited for what's ahead.

## VI. New Business

**A. Educational Programming:** Tracie Vranich spoke about how sustainable agriculture has come a long way in New Ulm. There are some wonderful things happening. Along with the help of Putting Green the co-op was able to receive a \$2,500 grant from Allina to focus on markets and education. We will be planning Monday Markets. Our goal is to have these downtown or centrally located. Tracie spoke about the wonderful things that are going on in New Ulm and connecting with those people. She referred to Sue Kimmel and the Green Steps Program, Nate Fuerst and the Heart of New Ulm Safe Routes to School, Topher and Mary Jacobson and their aquaponics.

**B. Local Farms, Foods, and Products:** Mary Jane Glawe spoke about some of the exciting fundraisers and shows the co-op is looking into attending. We are planning a presence at the German Park band shows, Great Irish Fair, Home, Odin, and Waseca shows. Mary Jane is planning a foraging event in the fall. This is in cooperation with a chef from the cities and Lola's. Participants will get to go foraging for edibles and then back to Lola's for appetizers featuring the edibles. She is also planning on sending out a survey to see what the members want for products and vendors.

**C. Proposed By-Law Changes:** Mary Jane Glawe went over the proposed bylaw changes:

- **Article I, Section 1-5, Name and Purpose**, this article was omitted from the original by-laws.
- **Article II, Section 1, membership**, Remove the wording that the first person listed on the membership must give permission to the second person on the stock in order to vote.
- **Article II, Section 9**, Add a section regarding those that have not kept up their installment payments.

- **Article III, Section 1**, Change the date of the annual meeting to be held within 4 months of the close of the fiscal year.
- **Article IV, Section 1, Board of Directors**, Allow a flexible number of directors from 9 to 15. Either person listed on a jointly held stock may serve on the board, but only 1 at a time.
- **Article IV, Section 2**, Allows for honorary directors to assist with board transition.
- **Article IV, Section 3**, Directors appointed to the board to fill a vacancy will be voted on by members at the next annual meeting.
- **Article IV, Section 4D**, A director that is being removed for the board will be given a written statement of the charges and an opportunity to be heard. The removal needs a majority vote of the board of directors. This section also outlines standard conduct and breach of fiduciary duty.
- **Article IV, Section 5**, Clarifies what constitutes a board member resignation.
- **Article IV, Section 6**, Remove the section on video or telephone conference call. This is addressed in another section.
- **Article IV, Section 9**, Outlines instances of reimbursement or compensation of a director. Gives allowance for payment of board members that go above and beyond board duties.
- **Article IV, Section 10**, Remove old section. It is detailed further in a separate article.
- **Article IV, Section 10-12**, Adds a new section on standard code of conduct and participation by remote communications.
- **Article VI, Sections 1-9**, Provides more detail on board responsibilities.
- **Article XI, Sections 1-8**, Creates a new article to align with Minnesota Statute 308.A.328
- **Article XI, Section 1**, Changes the fiscal year to align with the tax year.

There was discussion about the proposed bylaw changes. Paul Warshauer noted that section 1, article 8 addresses Class C stock. This is non-voting stock and there should be no par value. This is preferred stock and their money gets paid back first. Right now it is listed as \$900. He suggested the par value be \$1. Tracie Vranich noted that we currently have no Class C stock at this time. It was suggested that we wait to amend this section until we are able to consult with a lawyer or financial professional to gain a greater understanding of that section. Katy Hemberger asked about membership redemption. It was noted that the current by-laws address this. The memberships have non-transferrable stock value. It was also noted that we currently don't have a general manager and have had no paid staff. Tracie Vranich reminded us that the old by-laws would stay in effect for 60 days. Amanda Groebner made a motion to table the section on the class c stock, but approve the proposed by-law changes for voting. Amy Cooke seconded it. Majority vote was aye. Paul Warshauer opposed.

**D. Voting:** Present members were given ballots for board members, Tracie Vranich, MaryJane Glawe, Amanda Groebner, Beth Fluegge, and Nathan Fuerst. There were also given ballots to vote on the proposed by-law

changes. The members were given the option of voting tonight or mailing in their ballots by March 31st. Absent members will be mailed a copy of the proposed by-law changes along with a ballot. Voting commenced.

**VI. Other Business:** Member Paul Hansen asked if there was any truth to the rumor about a lawsuit. There were 8-10 flyers placed on the 526 S Minnesota Building informing people that there was a lawsuit and to come to the meeting tonight for more information about it. Tracie Vranich confirmed that we have retained a lawyer. The board has had the membership's best interest in mind regarding any decisions they have made. Tracie informed the members that our lawyer recommended that the board not disclose anything about the case. Marinda Ried asked why the membership wasn't consulted with the decision. Mary Jane Glawe said that we needed to act by February 16th. Tracie stated that as a board it was our duty to take action without calling a special meeting. Mary Jane Glawe mentioned that we were able to secure a no interest loan to pay for legal fees. A member asked if the lawsuit has anything to do with not having certain documents tonight. Nate Beran stated the board took action to relieve a former board member of her duties. Katie Dorschner indicated that she had been elected secretary in December and Lynnda Kalk was elected treasurer in January. Mary Jane Glawe stated that we do have a list of 9-10 complaints regarding a past board member. MaryJane notified members that there was a levy on our account. Sales and Use taxes to the Minnesota Department of Revenue had never been paid, vendors weren't getting paid, and business paperwork with the Secretary of State hadn't been completed by this board member. Mary Jane said the board made every effort to have the Co-op's records returned, but the former board member has refused. Paul Warshauer offered the State Street Theatre to rent for \$1/month for 6 months. This space can be used to store the Co-ops belongings and host markets. Tracie Vranich stated that now is the time to let us know if you have any ideas about where we should be located for the Monday markets.

**VII. Closing Announcement:** Nate Beran thanked everyone for coming and reminded everyone to try some samples and do a little shopping.

**VIII. Adjournment:** The meeting was adjourned at 8:04pm

Submitted by: Katie Dorschner, secretary