

Personnel/Governance Committee June 8, 2020, 6pm
Meeting Minutes

Attending: Shaheed, Ruba, and Zale

1. Check-in

2. January minutes approved. At our May meeting, Emma said she would create minutes for that meeting from the zoom meeting recording. Zale will check in with Emma to see if she's been able to do that.

3. Bylaw revisions:

a. add clause to Article VI: Section 14.

Because of our experiences in 2019, several people (staff, volunteers) have asked for the bylaws to be revised to prohibit board members from serving as staff members, even if they are unpaid. The committee approved adding a clause to the end of the Article VI: Section 14, so that the bylaw would read, (**new text in bold**):

Section 14. Compensation. Board members shall not receive any salaries for their services. No person shall serve as a staff and Board member at the same time, **regardless of whether the person is paid or unpaid in the staff position, except with unanimous approval of all currently seated Board members**].

Ruba will send this to the board in advance of their June 22 meeting, and ask the board to approve it to be placed before the general membership at the September 2020 board elections. If Ruba prefers, she will ask that Zale to present this information at the board meeting, during committee reports.

b. Small discussion about revising Article VI: Section 5 to allow for electronic voting. This concept was discussed at length in 2018, and Zale is trying to revive it as a cost-saving measure for the future. The proposed revision is taken from language KatMeow provided, originally from People's Coop's bylaws. See the language at the end of these minutes.

4. Meeting adjourned at 7:30pm. Next meeting: July 13, 2020.

ARTICLE VI: BOARD OF DIRECTORS

CURRENT:

Section 5. Election. At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be conducted by mail and at the annual meeting. The election shall be concluded at the annual meeting by a count of ballots returned by mail and ballots cast at the annual meeting. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

PROPOSED REVISION TO ALLOW ELECTRONIC VOTING (**revised text in bold**):

Section 5. Election. [*This part remains unchanged:* At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated.] [REVISED TEXT: **The election shall be accomplished by mail through a paper ballot or, if the member consents, by electronic ballot, or both, as authorized by the Board. A member who agrees to vote by electronic means in an election is not bound to vote by electronic means in a future election. The election shall be concluded at the annual meeting by a count of paper ballots returned by mail, electronic ballots returned one week before the annual meeting, and paper ballots cast at the annual meeting. The nominees receiving the most votes will be elected.** [*The rest remains unchanged:* The results of the election shall be announced by the president, or the president's designee, at the annual meeting].