

Chester's Community Grocery Co-op
Steering Committee Meeting Minutes
April 30, 2007

Attendees:

Louis Gyant, Tara Jones-Stephens, Robert Auerbach, Joe Henwood, Jack Cavanaugh, Tina Johnson, Alton Loper, LaRaine Branch, Joan Broadfield, Ken Wright, Gerwayne McElaney, Christine Lussier

Meeting called to order 5:23

By-laws and Articles of Incorporation Review and Changes:

Per Article IV, Item 5 of the By-laws, a quorum is defined as 30% of the members or 50 members, whichever is less. Voting by proxy is not permitted. The Committee decided not to change the requirement for a quorum currently because membership is still small enough to make this level reasonable. This will be revisited as membership grows.

Article X, Item 6 allows members to invest more money into the Co-op. Discussion followed to change this to say that they can invest additional money at the discretion of the approval of the board. The concern is to keep an individual from taking over control of the Co-op. The Committee wants to allow them to give more money or loan money, but not increase their capital account.

Proposal: Members may invest additional amounts in their regular capital at any time at the discretion of the board; however, no member shall own or control more than a total of \$50,000 in their regular capital account. Regardless of the amount in any member's regular capital account, each regular member has one equal vote in all matters requiring a vote of the membership.

Jack Henwood proposed the motion.

Ken Wright seconded motion.

All approved.

None opposed.

Article III, Item 6 allows a member to terminate his or her membership in the Co-op. "The member's capital shall, upon written request, be returned in cash subject to deductions for debts owed to the Co-op." The Committee discussed adding a provision that the capital account cannot be returned if it would subject the Co-op to undue hardship. The concern is that we are changing the rules on members who have already joined the Co-op. We have already asserted to the current membership that they can request a return of their \$200 at any time. Article X, Item 8 addresses the problem with requesting a return of capital. It states that the Co-op may repay the capital in a lump sum or in such

installments as the Board of Directors in its discretion sees fit. No motion was made to make a change to this provision.

Article IV, Item 8 states that the notice of nomination for the election of directors is 60 days. Everyone agreed this was appropriate. There was no motion to alter this provision.

Article V, Item 2 states that the number of directors to serve on the Board is a minimum of 5 and a maximum of 7. A suggestion was made to increase this to a maximum of 9 or 11. We want to maximize the number of talented people that can serve on the Board.

Ken Wright motioned that we change the maximum to 11 and that this be reflected throughout the entire Article V.

Alton Loper seconded the motion.

All approved.

None opposed.

Article V, Item 7 discusses the removal of a director if the director incurs three consecutive unexcused absences from the Board meetings.

Tara Jones-Stephens motioned to change Article 5.7 b to remove the word “consecutive” and to add the phrase “in one calendar year.”

Joe seconded the motion.

All approved.

None opposed.

Nominating Process

Tina Johnson suggested the following nominating committee:

Jan Kirk, Gerwayne McElaney, Lorraine Gordy-Dorsey, Louis Gayant, Joan Broadfield

Christine Lussier motioned to appoint these members to the nomination committee.

Ken Wright seconded the motion.

All approved.

None opposed.

Mass Mailing for Co-op Advertising

Ken Wright expressed concern about the expense of a mass mailing.

The Committee decided not to do any mass mailings until the Co-op has a building, and its opening is imminent. Mailings will be limited to current members and prospects.

Every week a mailing will go out for the next 15 week in an effort to energize current members and encourage them to become more involved with the Coop. The mailings will vary between small postcards, large postcards, newsletters and formal letters.

Membership Orientation Meeting

There will be meeting tomorrow night at 7:00 PM 12th and Central Grace United Methodist Church.

General Membership Meeting

May 21 is the next General Membership Committee, 7:00 PM at the Armory on Sproul and 7th Street.

Joan and Christine will co-chair the meeting.

Co-op Confidential Items.

Market Feasability Study and Business Plan are confidential information. These items should not be shared with the public. Steering Committee members must be careful about what we discuss and share with the public.

Ken Wright motioned that anything that goes out must be approved by the President.

Louis Gyant seconded.

All approved.

None opposed.

Building Committee

Tina asks that the current Building Committee be dissolved.

Joan Broadfield proposed the motion.

Joe Henwood seconded the motion.

None opposed.

Tara Jones-Stephens abstained.

Swathmore Presbyterian Church Involvement with Chester's Co-op

On Sunday, May 6, there will be a program at the Church to bring information about the Co-op to church members. The Church will be hosting the Farm Fresh Market on Saturday, May 12 – they will be buying the food and working for the day. The goal for Sunday is to raise money from the church members to support initiatives of the Chester Think Tank.

Meeting adjourned at 7:15.