

Hudson Grocery Cooperative
Board Meeting
April 9, 2013

Present: Suzanne Hambleton, Cindy Landers, Sarah Atkins, Bridget O'Meara, Steve Fox, Bess Hambleton

Call to Order: 7:17

Old Business/ Month in Review:

1. Approval of March board meeting minutes – Sarah moves, Cindy seconds. Unanimously approved.
2. Approval of April agenda.
 - a. Sarah suggests we add item regarding document policies, e.g. file-naming conventions and document formatting, if we have time tonight.
 - b. Cindy asks about visions—held off until next month.
 - c. Motion to approve with addition of document policies, Sarah moves, Steve seconds, unanimously approved.

New Business I:

3. Approval of new members (vote needed) - Susan Sims Moody, Nicole Young, Judy Schultz, Kelly Gullixson, Judy Wyatt-Schlei, Rachel Navaro, Carol Skinner, Maureen Wegleitner, Stacey Pelto, Katie Alberg, Mellissa Dahl, Brent Tosun, Larry Walbrun, Paul Bourget, MargaretAnn Reeves, Sharon Wieker, Gretchen Witthuhn, Judith Reiling, Cullen Case, Billie Rankin, Carah Koch, Erica Perry, Brandon Brantner, Mark Carlson, Robert Bradford, Becky Maher, Sienna Bahlmann, Mark Gherty, Mary Weller, Tami Breazeale, Connie Pittman, Tracy Prescott, Jill Kivi, Heather Tank, Janelle Ludwig Krause, Hans Friese
 - a. 36 new owners, all household and all paid per Sarah.
 - b. Motion to approve by Bess, Bridget seconds, unanimously approved.
4. Articles of Incorporation – Certificate renewal in May. Review and revise as needed – Per Suzanne, agenda mistaken; Articles do not need to be reviewed. However, Steering Committee discussed Articles with respect to some other issues: When we filed, we allowed for enough stock shares for the first 1000 owners. When we reach higher numbers, we will need to alter our articles. Also, at a later date, we will want to consider the Class C stock option as an alternative/addition to Owner Loans. For now, the steering committee recommends renewing articles as is. Sarah will add to Treasurer deadlines for future filing.
5. Owner Rights and Responsibilities document. Sarah is going to take ownership of this document for review by the Ownership Committee before it is put before the board before approval.
 - a. Preview of Owner Committee Report by Sarah: Intention is to rewrite new-owner letter, owner rights and responsibilities, and survey to get feedback from new members, to

energize them and encourage them to spread the word. New owner packet will also include business cards for owners to pass on. Cindy shares language from Seward co-op mission statement.

Board Reports:

6. President
 - a. Suzanne shared draft 3-year timeline. This is based on start-up timelines from other co-ops, to give us an idea of what is ahead of us and the approximate order of events that need to happen. Sarah asks how this document is to be managed, and notes that committee chairs should be responsible for referring back to this document and keeping it up to date with their committee. Discussion of document management and track-changes options; we will stick with Google Drive for now as means of sharing this document so that we can all see and make changes. Further discussion to be included in document policies discussion. Regarding the timeline, each committee chair is charged to review their column for the next board meeting.
 - b. Suzanne notes the *Hudson Observer* article had the wrong domain name, so we bought that domain name and redirected it to the correct website. That domain is hudsongrocerycooperative.org.
7. Vice President
 - a. No items to report.
8. Treasurer
 - a. Sarah reports that we have little over \$7800 cash on hand. Regarding the books, we are able to autopilot processing of new members, and all going smoothly although still one minor \$50 disparity to be accounted for.
 - b. We previously discussed via email the time put in by volunteer Tracy and possibility of gift ownership; although the board cannot gift an ownership share per our bylaws, we discussed individually contributing toward this as a thank-you gift. Also discussion of utilizing Tracy in the future as a contractor for pay, and possibility of looking for other volunteers to assist with bookkeeping in the future.
9. Secretary
 - a. No items to report.
10. Other Directors
 - a. Steve did not have a chance to look into Nation Builder software/online collaboration, so we'll save that for a future meeting.

Committee Reports

11. Steering
 - a. In addition to timeline, we discussed notecards and approved a stationery design.

- b. At UCUR conference, other people raised issues to us regarding selling stock across state lines, which appears to originate from limitations under federal securities law to remain exempt from filing. Bess recommends that we get a legal opinion on this issue if it comes to having to meet federal securities filing requirements. Discussion of other co-ops in the area, particularly River Market, who likely have had to cope with this issue. Also some discussion of taxable transactions and tax law requirements.
- c. Looking into market study. Suzanne will be talking with CDS's Marilyn Scholl. Fundraising will be needed, and the Fundraising Committee will address that; brief discussion of community foundation grants as an option.

12. Marketing

- a. We are still working on trifold brochures.
- b. Home party scheduled in mid-May.
- c. 60 New Owners in 60 Days drive is going well, averaging one a day new sign-ups. Newsletter will go out this week with another plug, and last week in April we'll be sending an email to owners asking them to get the word out. Steve suggests utilizing contact list from Chamber of Commerce, either direct mail or email list. Also possibility of putting a blurb in their member-to-member newsletter. We'll start with the latter approach, and reserve direct email for the future.
- d. Suzanne will no longer be able to attend daytime networking events. Downtown Retail Committee meets second Wednesday 8:45am-10:00am; Sarah will take over this, and Steve may also be able to attend periodically. Sarah asks about Leads, Chamber networking group, which meets every Tuesday at 7:00pm; Suzanne notes there's an annual fee for this group, on the order of \$40 per year; we'll table this one for now as well.
- e. Sarah raises question of final logo design. Suzanne will circulate that and update on Google Drive.
- f. 100-Member Party at American Sky recap. We got six new members at that meeting, plus about a dozen who saw the *Hudson Observer* article. Email recap by Suzanne captured the energy and success of the evening
 - i. Concern repeated by party-goers that they don't want to join while we don't yet have a location. Discussion of responses to this—that owners' input is of greater value, and that no matter where final store will be, it will be offering the food options we are all looking for.
 - ii. Looking ahead to possible anniversary celebration and future events. As a summer venue, discussion of outdoor location like Prospect Park or by the river, the Phipps, the marina, or other possible commercial venues. Also discussion of pot luck versus catering, and possibly asking for donations from local restaurants.

13. Finance & Fundraising

- a. First committee meeting was April 8. Jill Burchill has volunteered on this committee and will bring a lot to the table. Worked on committee charter, which Jill will draft and

may be presented to the board for approval by May, along with committee goals for the next year. Draft goals include financing of market feasibility study. Also worked on identifying funding options, including Hudson room tax grant.

- b. For financial/bookkeeping purposes, recommendation that we get rid of individual/household ownership and move to a single ownership type.
14. Vendor Relations
 - a. No meeting within the last month, as VR meets quarterly. Theresa coordinated vendors for 100-Owner party. An outdoor event with opportunity for vendors to bring produce would be great. Meeting upcoming with Kathy Tarr.
15. Ownership - working on creating ownership packets, including new owner letters, new owner information request, and rights and responsibilities.
 - a. To date, we have 143 owners on the roster; however, only 138 have paid, and remaining 5 will lose their member numbers if they don't pay soon. 127 owners are household and 11 are individuals.
 - b. Haven't sent new letters since last batch which were approved in January. We are waiting on sending out new letters until updated "new member packet" is put together by ownership committee. These materials can be circulated and approved via email.

New Business:

16. Further discussion of individual/household ownership. Some discussion of what our expectations were at the time regarding individual ownership, which haven't panned out (e.g. that it would encourage members who were intimidated by higher cost), and comparison of what other start-up co-ops are charging for ownership. A lot of co-ops who did have bi-level ownership are getting rid of it and going to a single level. Lesson from discussion at conference was to be clear in communication to members in how this will be achieved, so as to avoid hard feelings. Ownership levels set by board policy, per the bylaws, so we have authority to make this change effective immediately.
 - a. Suzanne moves to remove individual option for membership, Steve seconds. Unanimously approved.
 - b. Suzanne will draft a letter to current individual members and circulate for review.
17. 30-second elevator speeches tabled for special meeting set for 8:30am, Saturday, 4/20.

Adjourned