

New Deal Cafe  
Annual Membership Meeting  
May 4, 2014  
Café Back Room

Meeting called to order at 2:10pm

**Reports:**

Board of Directors Report  
Financial Report  
Audit Committee Report

Bill Jones (Parliamentarian) - Moderator.

**Concerned New Deal Café Cooperative Members:**

Discussion regarding Concerned NDC Members' letter and the Board of Directors' response.

**Proposed Bylaw Change #1:**

Motion: Make Proposed Bylaw Change #1 a secret ballot.

Motion failed. Majority voted to oppose having a secret ballot.

APPEND TO Article III, Section 4:

...No member may hold elected office if the member or the member's spouse or a member's immediate family member (defined as parent, child or sibling) is employed by the New Deal Café Cooperative. This applies to both direct employment by the Cooperative and to employment by companies that have entered into long-term on-site contracts with the cooperative.

**Failed to win two-thirds majority as required in bylaws.**

**Proposed Bylaw Change #2:**

Proposed language amended as follows:

ADD NEW SUB-SECTION TO Article V., Section 5:

d. Conflicts of Interest. Whenever a Director or Officer has a substantial financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Approved by two-thirds majority as required in the bylaws.**

**Proposed Bylaw Change #3:**

Proposed language amended as follows:

SUBSTITUTE FOR Article III, Section 1. b:

b. Renewing active membership in the Cooperative requires payment of \$25 annual dues. The membership year begins the day of an annual meeting and ends the day before the following annual meeting. Payment of the membership fee makes a person an active member for the membership year for which said fee is paid.

**Approved by two-thirds majority as required in the bylaws.**

**Election of Board of Directors:**

Nominees for 3 vacancies: (1) Frank Gervasi, (2) Michael Hartman, (3) Dina Sykes, (4) Iliana Maria Restrepo.

Elected to 2-year terms: Frank Gervasi, Michael Hartman, Dina Sykes.

**Election of Audit Committee Members:**

Nominees for 3 vacancies: Dorian Winterfeld, Michael Stark, Tom Jones

All 3 nominees elected to fill 1-year terms.

**Committee / Other Reports:**

Art Committee Report – Laurie Crunk  
Music Committee Report – Amethyst Dwyer  
FONDCA Report – Barbara Simon

**New Business:**

Motion: The Board should consider compensating the Music Coordinator for work performed.

Approved by majority.

Suggestion: Make all 3 bathrooms genderless.

Motion to adjourn.