

New Deal Café Board of Directors Meeting  
MINUTES  
Monday, March 31, 2014 – 6:30pm

Board of Directors: Michael Hartman, Dorian Winterfeld, Nancy Melandry, Lisa Voith, Neil McConlogue  
Audit Committee: Frank Gervasi, Mike Stark, Tom Jones  
Staff: Amethyst Dwyer

Members/Visitors: Carl Grotke, Terri Acton, Ed Hickey, Ronnie Scotkin, Bill Orleans, Sonja Meredith, Bill Doley, Bill Wilkerson, Mike Rall, Meg Haney, Johanna Goderre, Geff, Alan Zambreny, Dean Boyd, Connie Davis, Craig Tooley.

Called to order: 6:32pm

Approval and prioritization of agenda: Approved unanimously. (Upon arrival, Neil later requested Item 12 “Non-Return of Café Property by Former General Manager” be moved to New Business.)

February 24 minutes approved unanimously.

Wind Energy Update: Groundswell will decide on the winning bid April 30. We can then decide if we want to signup with Groundswell.

Facilities Maintenance:

Motion: Approve Joe Lynch bid for 13 SEER HVAC system for front room.  
Dorian/Neil 2<sup>nd</sup>/unanimous

Non-Return of Café Property by Former General Manager:

Letter sent to former General Manager by certified- return receipt mail and e-mail on March 18 requesting return of Café property. Craig Tooley acknowledged receipt of USPS notice of attempt to deliver was received at the residence of former General Manager.

Date for Annual Membership Meeting:

Motion: Date for Annual Membership Meeting – Sunday, May 4, 2014 (1 to 5pm)  
Dorian/Nancy 2<sup>nd</sup>/Michael, Lisa-yea/Neil-nay

Response to Letter from Concerned Members:

Motion: Items 1 and 2 in Petition for Special Membership Meeting be included on the agenda for the Annual Membership Meeting.  
Neil/Michael 2<sup>nd</sup>/Lisa, Nancy-yea/Dorian-nay

Mike Rall read a statement to be included in minutes.

Adjourn – 8:17pm

**Subject:** [ndc\_board] Bar Manager & Music Coordinator's Report  
**From:** Amethyst Dwyer (amethystdwyer@yahoo.com)  
**To:** ndc\_board@yahoogroups.com;  
**Date:** Friday, March 28, 2014 11:04 AM

Friday March 28th, 2014

### **Bar Manger's Report**

Bar operations have gone very smoothly this month.

We had a very successful St. Patrick's Day celebration with Irish music, Karim's corned beef & cabbage and green beer!

The Liquor Inspector came and we passed without issue.

We've had some very strong weekends in March, particularly the 14th through the 16th and the 21st through the 23rd.

We have a new volunteer bartender, Ian Dickens. He is a recent resident of Greenbelt and is excited about spending more time at the cafe. He has had several training sessions and is doing well. Saturday night will be his "official" debut. Michael Hartman has also been in training and will be tending bar soon.

D.C. Brau's The Corruption IPA continues to sell very well, as does the Full Tilt Chocolate Stout, the Raven Lager and Magic Hat #9.

### **Music Coordinator's Report**

We've had an exciting month with several bands making their New Deal debut:

From Brooklyn, New York, Topsy Oxcart wowed an enthusiastic audience with the upbeat sound of South-Eastern European Balkan music. Infusing elements of jazz and funk, their original take on the genre combined upbeat arrangements of urban dance tunes that people readily responded to.

From West Virginia, the internationally known bluegrass band, Hillbilly Gypsies, captivated the audience with their lightning fast award-winning picking skills, musical arrangements, natural comedic wit, and high lonesome mountain vocal harmonies.

Performing to a standing room only crowd, the multiple WAMMIE winning, Billy Coulter, brought his band to The New Deal for a night of organic and original music that blurred the line between Roots Rock and Power Pop.

Better Off Dead packed the house and gave a much appreciative audience a night of inspired jams.

Other highlights include: a Mardis Gras show with Little Red and the Renegades (Zydeco, Cajun, New Orleans' R&B); a special St. Patrick's Day performance of Irish music with The Greentop Ramblers; Harp 46 (Celtic harp, bass and world percussion); Randy "Windtalker"

Motz (Native American-style flute music with a multi-media presentation); ERHS Dixieland Combo (a group of outstanding Eleanor Roosevelt High School students that perform New Orleans' style jazz); Allison Shapira (classically trained former opera singer whose folk music evokes the feeling and sound of Joan Baez and Judy Collins); and the return of The Nighthawks (D.C's legendary blues band).

~Amethyst

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**Subject:** [ndc\_board] NDC Treasurer Report 31-Mar-2014 [1 Attachment]  
**From:** Dorian Winterfeld (dorianw@verizon.net)  
**To:** ndc\_board@yahoogroups.com;  
**Date:** Friday, March 28, 2014 1:35 PM

**New Deal Café Treasurer Report  
 March 31, 2014**

- The 2013 Profit and Loss Statement from the Harding Group is attached. The total income for 2013 was \$132,359.40, which is 10% over our estimated budget and \$8177.02 more than in 2012. Total income includes bar income plus monthly payments from KMK. A more detailed 2013 report will be presented at the upcoming Annual Membership meeting.

- The total income for January of this year was \$11,814.51 and for February was \$9,901.35. For comparison, the 2013 January and February incomes were \$9,088.96 and \$9,322.20 respectively. I believe that the February income for this year was down due to several snow days where the bar was closed. Also, note that in 2013 the café was receiving a monthly fee of \$1000/month from KMK. This year that monthly fee is \$500/month.

- While Finance World of Maryland continues to maintain our current finances and is doing a good job, I have interviewed two local accountants in Greenbelt and have passed their letters of introduction on to the Audit Committee.

- I am expecting a 2013 First Quarter report from our accountant in April.

- Dorian Winterfeld  
 NDC Treasurer

  
 View attachments on the web

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4:46 PM  
 02/24/14  
 Cash Basis

**New Deal Cafe**  
**Profit & Loss**  
 January through December 2013

	Jan - Dec 13
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>Bar Sales</b>	
Cash In Drawer - bar	72,046.35
Cash in drawer - FONDCA w...	467.90
Cash In Drawer - front	43,295.88
<b>Total Bar Sales</b>	115,810.13
GFCU Error	-200.00
Interest earned	18.73
KMK monthly co-op fee	11,500.00
Memberships	2,626.00
<b>Other Income</b>	
Beltway Plaza Sponsorship	1,918.00
Sales Tax Discount	36.85
Other Income - Other	649.69
<b>Total Other Income</b>	2,604.54
<b>Total Income</b>	132,359.40
<b>Cost of Goods Sold</b>	
Alcohol	40,713.94
Fruit & Other Consumables	344.75
<b>Total COGS</b>	41,058.69
<b>Gross Profit</b>	91,300.71
<b>Expense</b>	
<b>Advertising and Promotion</b>	
Display Ads	1,500.12
Promotion	695.32
T-shirt sales	491.00
<b>Total Advertising and Promotl...</b>	2,686.44
Bank Service Charges	43.00
Cash Over/Short	140.58
Charitable Contributions	80.00
City Kitchen	2,952.50
Co-op expenses	678.12
Computer and Internet Expen...	114.42
Decorating	457.70
Depreciation Expense	2,256.00
Gifts & Flowers	372.49
<b>Insurance Expense</b>	
Director's & Officers Ins.	2,155.00
General Liability Insurance	668.00
Worker's Compensation	1,241.00
<b>Total Insurance Expense</b>	4,064.00
Interest Expense	3,472.47
Legal fees	1,298.50
Licenses & Permits	947.00
Merchant Account Fees	10.00
<b>Music and Entertainment</b>	
Entertainment	-50.00
Music Licensing	2,893.67
Special events expenses	1,227.12
Supplies/Tuning	345.46
<b>Total Music and Entertainment</b>	4,216.25
Office Supplies	850.69
Payroll Expenses	35,932.90

4:46 PM  
02/24/14  
Cash Basis

**New Deal Cafe**  
**Profit & Loss**  
January through December 2013

	<u>Jan - Dec 13</u>
<b>Payroll Taxes</b>	
FICA MED	576.76
FICA SS	2,466.12
SUTA	1,785.01
<b>Total Payroll Taxes</b>	<u>4,827.89</u>
<b>Postage and Delivery</b>	137.43
<b>Professional Fees</b>	
Accounting	1,010.00
Energy Audit	435.00
Payroll Service	432.00
<b>Total Professional Fees</b>	<u>1,877.00</u>
<b>Repairs and Maintenance</b>	1,602.18
<b>Restaurant Supplies</b>	2,209.71
<b>Taxes</b>	
Federal Income 2012	2,629.00
Personal Property	595.83
Real Estate Tax Pass-thru	2,000.00
State Income 2012	1,446.00
<b>Total Taxes</b>	<u>6,670.83</u>
<b>Utilities</b>	
Pepco	318.00
Verizon	66.75
WSSC	175.00
<b>Total Utilities</b>	<u>549.75</u>
<b>Volunteer Appreciation</b>	31.79
<b>Volunteer Meals</b>	2,005.00
<b>Total Expense</b>	<u>80,484.44</u>
<b>Net Ordinary Income</b>	<u>10,816.27</u>
<b>Net Income</b>	<u><u>10,816.27</u></u>

**To: New Deal Café Board of Directors**

**From: Undersigned New Deal Café Cooperative Members**

**Subject: Petition for Special Meeting**

The undersigned members of the New Deal Café Cooperative request, as provided for in the By-laws, a Special Membership Meeting be called for the purposes below:

Requested Special Meeting Agenda

**1) The Board of Directors shall present their responses to the questions posed by a group of members in their letter to the Board dated February 15<sup>th</sup>, 2014. A response had been requested within two weeks, but as of March 11<sup>th</sup> no response has been received.**

*Rationale for request: The February 15<sup>th</sup> letter is attached and is self-explanatory.*

**2) Consider and vote on the following Amendment to Article III, Section 4 of the By-Laws:**

The By-Laws are to be amended to add the following sentences 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.”

The amended Section 4 is shown below with the addition underlined.

**Article III. Membership**

**Section 4. Membership Requirement to Hold Office.** Only a member of the Corporation, at least 21 years of age, may be a director of the Corporation or a member of a committee elected by the membership. Co-op committees will include an audit committee, elections or nominations committee, a membership committee, and a volunteer coordination committee. 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.

*Rationale for the amendment: Avoid conflicts of interest or the appearance of conflicts of interest. This amendment will make the By-Laws consistent with the New Deal Café Cooperative Employee Manual and Performance Review Guidelines previously adopted by the Cooperative and with generally accepted good practices in other successful cooperatives.*

Member Name	Member Signature	Date signed
Missy Priest	<i>[Signature]</i>	3/16/14
Eric Rawn	<i>[Signature]</i>	3/16/14
Marta Tompkins	<i>[Signature]</i>	3-16-14
Murle Robinson	<i>[Signature]</i>	3-18-2014
Jeremy Kirlew	<i>[Signature]</i>	3-19-2014
Lethy Bonnell	<i>[Signature]</i>	3-21-2014
Jenny Bonnell	<i>[Signature]</i>	3-21-2014
Lowell Owens	<i>[Signature]</i>	3/21/14
Margorie Owens	<i>[Signature]</i>	3-22-2014
Stacy Bernheiser	<i>[Signature]</i>	3-23-14
SARA BERNHEISER	<i>[Signature]</i>	3/23/14
Theresa Moran	<i>[Signature]</i>	3/29/2014

#12

Date Submitted \_\_\_\_\_

Petition Copy # 1



Concerned New Deal Café Cooperative Members  
PO Box 1972  
Greenbelt, MD 20768-1972

February 15, 2014

Michael Hartman  
President, New Deal Café Cooperative Board of Directors  
2 Gardenway, Unit R  
Greenbelt, MD 20770

Michael,

We the undersigned members are concerned about our Board of Directors' actions in the recent termination of the General Manager Terri Rutledge on January 27<sup>th</sup>, 2014. Of particular concern to us is how the decision to take this action was reached and the manner in which it was executed. It is unclear to us whether it followed our cooperative's Bylaws, the New Deal Café Cooperative Employee Manual and Performance Review Guidelines, and in general the spirit of ethical and fair treatment of employees that we, and we believe most members, expect of our community cooperative.

In order to address, and hopefully allay our concerns, we request that the Board of Directors (hereinafter, "the Board") respond in writing to the questions and requests for information we have listed below. We request that this be completed within the next 2 weeks. It is our belief that a high level of transparency in the Board's actions is in the interest of the Cooperative, and our hope that such a response will allow the entire membership to more fully understand the Board's actions.

Also, in order to enable the Board to respond to our request as fully and completely as possible, Terri Rutledge has agreed to waive all confidentiality rights concerning information and data the Board possesses relating to her employment by our cooperative, and further agrees to hold the Board and the Cooperative harmless for any damages that may result from the release of such information. Her signature on this letter constitutes her waiver of confidentiality and express approval for the release of anything related to her employment that the Board may consider confidential.

We request that the Board address the following questions and concerns stated below:

1) The published agenda for the executive session in which the termination occurred listed the stated particular subject for the executive session to be "General Manager Communication Channel". We do not understand how this stated subject can be construed to encompass the decision to, and subsequent act of, firing of an employee. The Bylaws for the New Deal Café Co-op, as amended March 8, 2010 (Article III, Section 3a) require executive sessions are to be held "for the consideration of stated *particular* subjects, the nature of which shall be announced publicly before the Board enters into executive session." (emphasis supplied) We request that the Board explain how the discussion and actions that occurred in this executive session, leading to the termination of Terri Rutledge, were within the scope of the stated *particular* subject, "General Manager Communication Channel," and why they believe that they acted in accordance with the Bylaws.

2) We request that the Board detail how much time the Board spent in discussion and debate before the motion to terminate the General Manager was put forward and how much time was spent in discussion of the motion before

the final vote was taken. If there were discussions on this subject by a quorum of the Board outside of an executive session or regular meeting we request that those discussions be described and their duration estimated.

3) We request that the Board describe how closely the termination followed the steps suggested for disciplinary actions given in the New Deal Café Cooperative Employee Manual and Performance Review Guidelines (Section 1.14).

4) We request that the Board describe the extent to which employee performance reviews were conducted over the past two years and how closely the reviews followed the process in New Deal Café Cooperative Employee Manual and Performance review Guidelines (Section 2.8). The Board developed additional procedures and process for performance reviews during the past 2 years which included numerical job element rating forms and a requirement for a written employee self-evaluation, was this process completed for the General Manager?

5) The New Deal Café Cooperative Employee Manual and Performance Review Guidelines (Section 1.18) defines a process for employee grievances. In the month before the termination of the General Manager was there anything that reasonably constituted a grievance sent to the Board? If so was it handled in accordance to the process cited above?

6) We request that the Board provide the tallied results of the Board's performance evaluation scoring for the General Manager completed at the executive session held April 29<sup>th</sup>, 2013.

7) We request that the Board provide access to all correspondence that occurred on the [ndc\\_board@yahoogroups.com](mailto:ndc_board@yahoogroups.com) group since its establishment during this Board's term. We remind the Board that the Board itself decided and agreed that as this group constituted open official Board correspondence, and even possibly effectively an electronic meeting place, that it was open to any member who wished to review its content. This may be accomplished by granting access to the undersigned members or submitted to address above on electronic media.

Signed by (signatures on file):

Peter May	Bill Wilkerson	Neil McConlogue
Barbara Simon	Terri Rutledge	Craig Tooley
Josh Hamlin	Robin Mauk	Ray Stevens
Barbara Stevens	Letty Bonnell	Jerry Bonnell
Lowell Owens	Marge Owens	Ron Zellar
Kevin Murphy		

Cc:

New Deal Café Board of Directors  
New Deal Café Audit Committee  
New Deal Café Members

# Petition for New Deal Cafe Cooperative Special Membership Meeting

## About this petition

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## Requested Special Meeting Agenda

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The amended Section 4 is shown below with the addition underlined.

## Article III. Membership

**Section 4. Membership Requirement to Hold Office.** Only a member of the Corporation, at least 21 years of age, may be a director of the Corporation or a member of a committee elected by the membership. Co-op committees will include an audit committee, elections or nominations committee, a membership committee, and a volunteer coordination committee. 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.

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## Signatures

1. Name: craig tooley on 2014-03-12 21:13:54  
Comments:

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2. Name: Neil McConlogue on 2014-03-13 01:37:43  
Comments: Please hold the NDC board accountable.

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3. Name: Raymond and Barbara Stevens on 2014-03-13 15:32:05  
Comments: Asking for Peace & Justice at the New Deal Cafe Co-op, begun as non-profit Coop ALL Members of the CO-OP needs a Peaceful connection with all members. Being a CO\_OP means people working together cooperatively. A CO-OP ,not a Corporation where if you are an employee you most certainly can get fired.. Better in a good Cooperative Endeavor-YOU COULD GO ON A RETREAT, HAVE A GOOD TIME TOGATHER, and fix your differences or if you cant be friendly and easy going , TRY mediation, Greenbelt Cares!

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4. Name: Mike Stevens on 2014-03-13 16:33:03  
Comments:

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5. Name: Sarah Forquer on 2014-03-13 16:36:09  
Comments:

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6. Name: Josh Hamlin on 2014-03-13 18:24:58  
Comments:

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7. Name: Bill Wilkerson on 2014-03-13 19:16:15  
Comments:

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8. Name: Shirley Middleton on 2014-03-13 21:02:41  
Comments:

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9. Name: Ron Zellar on 2014-03-14 01:07:56  
Comments:

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10. Name: Peter May on 2014-03-14 15:58:44  
Comments:

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11. Name: Michael A. Yang on 2014-03-15 16:30:28  
Comments: I support Terri and I'm thankful for her work. I may need to renew my membership; but will do so if it turns out it's expired.

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12. Name: terri rutledge on 2014-03-16 16:52:51  
Comments:

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13. Name: Tina Darragh on 2014-03-16 20:21:37  
Comments:

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14. Name: Jerome Dancis on 2014-03-17 03:34:02  
Comments:

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15. Name: Robin Mauk on 2014-03-19 14:19:21  
Comments: Terri Rudledge deserves a fair hearing.

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16. Name: Kevin Murphy on 2014-03-21 01:57:11  
Comments:

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17. Name: Donna Hoffmeister on 2014-03-23 21:12:42  
Comments:

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I have a statement to make regarding the proposal of a Special Membership Meeting to change the bylaws, specifically an amendment adding the following sentences to Article 3, Section 4: *No member may hold elected office if the member or member's spouse or a member's immediate family member (defined as parent, child or sibling) is employed by the NDC 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.*

Prior to 2009, the by-laws did state that it was considered a conflict of interest for a board member to be a paid employee, but in 2009, a Special Membership Meeting was called to change the by-laws so that the board president could become a paid employee (paid bartender) for the cooperative and still hold her position on the board (minutes of that meeting attached). Some of the same people who supported the bylaw change in 2009 are now supporting that the by-laws be changed again. It seems to me that this current request for a by-law change was only requested after the firing of the general manager. Why wasn't it requested before that? Prior to the general manager being fired, it was mentioned a few times by a few of her supporters how it should be a conflict of interest for the treasurer to be on the board because he was the spouse of the bar manager. Since the general manager was fired, it has suddenly become a big deal to make that a conflict of interest. Why wasn't a Special Membership Meeting seeking a bylaw change requested before the general manager was fired? Sour grapes? I believe it would be a non-issue if the treasurer and bar manager were supporters of the ex general manager.

Michael J. Rall  
Member, New Deal Café  
and Volunteer Bartender

## Minutes of October 5, 2009 Special Membership Meeting

The NDC Special Membership Meeting was called to order at 7:10 p.m. by parliamentarian Bill Jones. The purpose of the meeting was to consider a proposed bylaw amendment that would allow a board member to be compensated if working as a regularly scheduled bar employee.

The existing bylaws are in conflict as to whether it is permissible for a board member to be compensated if working a regular schedule as a bar employee, as follows:

- Article V, Section 3a of the bylaws states that a director is automatically disqualified and shall vacate the office if he/she is employed by the corporation.
- Article V, Section 6 of the bylaw states that the board shall be compensated in such amount as the membership shall direct.

The following motions were advertised in the Greenbelt News Review for consideration at the meeting:

1. Approve a proposed change in the bylaws: In Article V, Section, 3a. add the following phrase at the end: "Unless superseded by Article V, Section 6."
2. Direct that a board member may be compensated if working as a paid bar employee, subject to approval of the board, and according to the specifications of the approved bar position descriptions.

### Overview of Proposal

Board member Bill Wilkerson gave a short presentation on the reasons why the board proposed a bylaw change to permit a board member to be compensated as a regularly scheduled bar employee. He explained:

- The proposed bylaw change would make bylaw Section 3a subordinate to bylaw Section 6, making it possible for board members to be compensated as a regularly scheduled bar employee only if the membership approves the compensation first.

Next Bill suggested the following advantages of the proposed by law change:

- The board's supervisory role to ensure a successful bar operation is greatly enhanced if a board member is willing to take a bar position.
- It is reasonable to expect that a board member may be compensated if they take a bar position because the board already spends many hours working on cooperative business, and since the board is ultimately responsible for operating the bar if no volunteer is available.
- The ability to have a board member could step in quickly if a bar position is vacated would be an advantage to the cooperative.
- The board recommends that if a board member is willing to take a bar position, the membership should have the option of compensating the board member, and the board member should be encouraged to take the position.

## Motion #1 - Bylaw Amendment

Bill Jones stated that the advertised motions were on the floor for discussion. During the initial discussion on motion #1, the following points were made:

- Maria Silvia Miller interpreted that sections 3 and 6 don't conflict as Section 6 only relates to board compensation for being board members, and the two sections should not be tied together as proposed.
- Don Comis and Ed James felt that the membership has the ultimate power in that they can vote out the board if the board does not perform to members/ satisfaction.

On the motion of Craig Tooley and the second of Don Comis, the membership then voted overwhelmingly in favor of amending the motion to substitute "except when employed as approved by membership vote" at the end of existing section 3 instead of the addition proposed in the original motion.

The membership then discussed the amended main motion as follows:

- Peggy Barrott charged that the proposed arrangement would create a conflict of interest.
- Barbara Stevens pleaded that the board members have been totally immersed in making the cooperative successful and that the debate over conflict of interest is silly.
- Ed James stated that small organizations are "much different animals" from large organizations in that board members in small organizations are more often involved in working for the organization than in larger organizations.
- Ed James chided the membership for allowing the introduction of "FUD" -- fear, uncertainty, and doubt -- into the discussion.
- Susan Barnett stated that the board can only go so far in working on the cooperative's behalf without getting paid.
- Harriot Phelps suggested an hourly wage limit be considered.

The membership then voted 21 - 6 in favor of the motion as amended which reads as follows: "Approve a proposed change in the bylaws: In Article V, Section, 3a. add the following phrase at the end: 'except when employed as approved by membership vote.'"

## Motion #2 - To Direct That a Board Member May Be Compensated

Craig Tooley moved and Don Comis seconded an amendment to the second motion advertised in the newspaper, proposing to add the words "and pay rates" to the motion at the end. During discussion the following comments were made:

- David Morse suggested that an annual reaffirmation of the motion be required starting February 2010.
- Bill Wilkerson noted that some flexibility in the pay rates may be required to reflect changing pay rates in the area's bartender market, and to allow for pay increases.
- Craig Tooley suggested a general sunset provision at each regular membership meeting.

- Ray Stevens pointed out that pay rates are already set in the job descriptions.
- Ronnie Scotkin stated that coop bartenders don't make mixed drinks and asked what the pay was? The board answered that the pay was \$8.00/hour.
- Mike Mulaney asked if the motion applied to all board members or just one? The board replied that the intent was to allow any board member to be appointed to any vacant bar position; however, the board has only approved two paid bar positions at this time, one of which is occupied by Tom Lemond.
- Harriett Phelps asked to see the job descriptions, which were then given to her by Bill Wilkerson.
- David Morse said the membership can trust the board to set the pay rates.
- Karim wanted to know if the board member bartenders would clean the bar.
- Craig Tooley said the sunset provision gives the membership protection if things go awry.
- Ronnie Scotkin stated that the contract requires that the bar be kept clean.
- Peggy Barrott asked if Karim would feel comfortable going to the remaining board members if there was a problem, and asked Karim how was his relationship with the board. Karim answered that he could not comment on his relationship with the board.
- Mike Stark pointed out that the contract requires monthly Board/Manager meetings where this type of issue get worked out.
- Terri Rutledge pointed out that Karim doesn't seem to have a problem telling the board what he thinks.
- Ed James pointed out that the audit committee is watching the board to make sure everything is done properly.

The motion to amend the main motion carried by a sizable majority.

Next, David Morse moved and Don Comis seconded another amendment to add "The effect of this motion shall expire at the end of each annual membership meeting unless reaffirmed by the membership."

- Craig Tooley proposed a friendly amendment to also add: "This motion shall be placed on the agenda of the next annual meeting." Sue Massey seconded the motion.
- Peggy Barrott asked if bar manager Tom Lemond would be the supervisor of the board member bartender? The board answered that Tom supervised the volunteers on technical matters but not performance matters.
- Terri Rutledge pointed out that she had valuable experience to offer due to her longstanding involvement in the cafe operation. Barbara Stevens asked, "Can you speak up, honey?" Terri continued in a louder voice explaining that the bar operation can't subsist on volunteers alone, and that the bar operation works best when the board is involved and aware of operations. This arrangement is typical for small organizations. She concluded stating that the sunset provision is unnecessary as the membership can vote to rescind the compensation at any time.
- Karim asked what does a board member do if they can't volunteer for the bar? Bill Wilkerson answered that Karim knows full well how much work the board is doing to help him and if not Bill would make him a list. Then Karim asked if the board can fire a board member bartender? The board answered yes.

The motion to amend the main motion carried by a sizable majority. The membership then passed the main motion as amended 21 - 5, which reads as follows: "Direct that a board member may be compensated if working as a paid bar employee, subject to approval of the board, and according to the specifications of the approved bar position descriptions and pay rates. The effect of this motion shall expire at the end of each annual membership meeting unless reaffirmed by the membership. This motion shall be placed on the agenda of the next annual membership meeting."

The meeting adjourned at 9:32 pm.

Respectfully submitted,  
Bill Wilkerson, Secretary

The minutes of the Special Membership Meeting on October 5, 2009 were approved by the board of directors at its regular meeting on October 21, 2009.