

CONFUSION, CONFLICT, AND BOARD'S DECISION TO ISSUE A REFERENDUM ON HYBRID MEETINGS ROCK APRIL GENERAL MEETING

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By Leila Darabi

The April General Meeting (GM) held on April 29 at the Prospect Park Picnic House quickly became one of the most contentious in Coop history. Amid overflowing attendance, procedural confusion and accusations of obstruction, the Board voted to issue a Coop-wide referendum on whether to allow hybrid GMs. This vote followed a chaotic Open Forum during which members voted—for the first time in Coop history—to adjourn the General Meeting and proceed directly to the Board of Directors meeting.

Based on the Board vote, the referendum will appear on the same ballot as the June Board of Directors election for which members will be able to vote online or by mail.

A Vote on a Vote at a Meeting about Meetings

The proposal that passed during the April Board meeting seeks to amend the Coop's bylaws to allow members to participate in GMs either in person or remotely via Zoom. First submitted to the Agenda Committee in December 2023, the topic of members voting to allow hybrid General Meetings has faced significant delays, with a meeting-venue cancellation and internal debate over whether a vote could be held without a larger venue due to the Coop's current policy that all GMs take place in person.

In a message sent to members prior to the GM, General Coordinator Ann Herpel shared a statement to explain a last-minute venue change and removal of hybrid voting from the April agenda:

Thursday, April 10, we received an email from City Tech canceling our rental. The email read: 'After further review, we can no longer accommodate this event. Sorry for any inconvenience this may cause.' Despite our attempts to contact the City Tech events staff via email and phone for further clarification, we did not receive a response.

To be absolutely clear, City Tech made the decision to cancel. This action was not initiated by the General Coordinators in any way.

As a result, the meeting moved to the Picnic House in Prospect Park, which filled to fire code capacity well before the 7:00 p.m. start time. General Coordinator Joe Szladek, who was helping with crowd control, later shared that he estimated that around 125-150 members didn't get into the meeting that evening.

Some of those members could be heard cheering and chanting "hybrid meetings" throughout the evening.

Inside the Picnic House, Board Member Keyian Vafai expressed frustration at larger venue cancellations preventing members from voting on the question of hybrid meetings, as he introduced a motion to amend the Coop's bylaws.

"For over 17 months, members have been prevented from voting on the extremely popular proposal to make GMs hybrid," he said. He added, "The General Coordinators repeatedly asked the Agenda Committee to delay a vote on this proposal, claiming without evidence that a larger venue was needed for the vote." He spoke before a boisterous audience, many waving paper fans with slogans including "Member-Owner for Hybrid" and "Everyone Should Vote."

"The current stalemate is a governance crisis for our Coop. We can't govern our 17,000-member cooperative if no issue that interests more than 250 of those members can ever be discussed." Vafai continued, "The board has an obligation to hear the advice of our members and to ensure that members can provide their advice without delay."



Chair Committee huddle at the April GM

Historic Motion to Adjourn the General Meeting

The Board meeting and controversial vote were preceded by a chaotic General Meeting.

Many members spoke during the open forum about their inability to participate in person and their support for hybrid meetings. “I’m a single parent, and it’s very hard for me to go to meetings. It’s exploitative to require that every member contribute their labor to collectively run this Coop, but doesn’t guarantee that everyone can vote,” Marina said. “This Coop is, and always was, undemocratic. This can be changed through adopting the hybrid GMs to make for a truly democratic and cooperative Coop world.”

Alyce Barr, a member since 1978, said: “Hybrid meetings maximize participation...Efforts to minimize participation have another name. It’s called voter suppression.”

Founding Coop member Donnie Rotkin reflected on the deeper stakes, acknowledging that many see a vote on hybrid meetings as a vote in favor of boycotting products from Israel as part of the Boycott, Divest, Sanctions (BDS) movement: “What I’m going to say is about conflict and not about hybrid meetings in general, but about all of this anti-democracy stuff. BDS lost two significant votes, big votes. We fought, we argued. We lost. The Coop went on.”

The turning point came when, at the end of the Open Forum, a Coop member moved to adjourn the General Meeting and proceed directly to the Board session. That motion triggered procedural confusion and live consultations of Robert’s rules of order, the guide to the General and Annual Meetings, and the Coop bylaws. At one point, the Chair Committee and Board members huddled onstage with the bylaws, attempting to determine whether such a motion was valid.

Procedural Confusion and Onstage Bylaw Review

“Tell them the page, what’s the rule again?” one chair committee member asked aloud.

The motion was introduced by a member named John, who stated: “I think the Board of Directors need more time to talk about getting the Coop through this governance crisis...Therefore, using section 21 of Robert’s rules, I move to adjourn this meeting and transition to the Board of Directors committee.”

A member from the floor seconded this motion, which was then contested by the Chair who ruled to continue with the General Meeting. Another member then moved to overrule the Chair, a motion that passed. Throughout this portion of the meeting, participants shouted from the floor for clarification and called on the Chair committee to project written versions of the motion to adjourn the meeting and the motion to overrule the Chair on screen before voting on each. Despite frequent pleas from the Chair committee for order, members waved paper fans, clapped and cheered while several General Coordinators shouted that, in their view, the GM and Board meeting could not be separated, and that adjourning one meant adjourning the other.

Both votes (to first overrule the Chair, then to move directly to the Board of Directors meeting) passed by an overwhelming majority, with more than 200 members voting in favor of each and about a dozen voting against, including several General Coordinators.

“This was the first ever meeting that we adjourned before the expected ending time,” said General Coordinator and Coop Cofounder Joe Holtz in an email following the meeting. “It is the first time that the Board took over a meeting and stopped asking to hear the advice of the members who were present.”

A Motion for the Board to Issue a Referendum

With the GM adjourned, the Board meeting formally began. Vafai made the motion to issue a mail ballot referendum on hybrid meetings (Agenda Item 884). The motion was seconded by Tim Hospedar.

Holtz and Imani Q’ryn both opposed the motion and argued at length that they felt

the Board had not sufficiently heard the advice of the members. As Chair Committee member David Moss explained in a follow-up interview: “There is a provision in the by-laws that says, at any time the board can decide to have a referendum. So, if you look at that sentence in isolation, then you can say, well, the Board can do whatever they want.” He expounded. “Another counter argument would be, well, at any time when there’s notice. I think the bylaws are poorly drafted on that point. That’s my personal opinion.”

During the Board meeting, Holtz argued that a mail ballot should only follow a properly noticed GM vote. “The Coop is built on discussion,” he said. “Every mail ballot that we’ve ever had has been from the advice of the members to have one.”

Q’ryn warned against setting a precedent that bypasses inclusive debate. “What we’re doing right here is very dangerous, and it changes the whole governance of the Coop,” she said, her voice quavering. “Hold your power. Do not give it to us.”

“We voted for you!” one member shouted, triggering applause.

Ultimately, the motion passed 3–2, with Vafai, Hospedar and Tess Brown-Lavoie voting in favor, and Holtz and Imani Q’ryn voting against. Board member Brandon West was absent.

What the Debate is Really About

While the procedural details and bylaws dominated much of the April GM, the deeper disagreement centers around three fundamental questions about how the Coop should function:

1. Are Coop members allowed to organize?

Chair Committee member David Moss criticized what he described as a coordinated effort by PSFC Members for Palestine (M4P) and some Board members to flood the

room and overrule the chair, calling it an “orchestrated strategy.”

“The meeting’s outcome was predetermined,” Moss wrote in a statement submitted to the *Gazette*. “M4P and three board members had effectively planned ahead to secure their preferred result.”

In contrast, Brown-Lavoie defended the organizing: “Mass-mobilization organizing is democracy,” she said. “The Board didn’t decide anything. The Board is enabling a decision that was brought...forth by members.”

2. Is the Board required to hear additional advice from members before issuing a referendum—or has it already heard enough?

Holtz argued that the Board had not yet heard the advice of the members in a formal setting:

“The Board hasn’t gotten the advice of the members yet,” he said. “We’re skipping that step.”

Brown-Lavoie countered that hundreds of emails, meeting turnout and months of engagement had already constituted clear member input: “It is incumbent on the Board to enable that listening to the will of the membership... And that falls outside of normal procedure because normal procedure had been blocked.”

3. Will the Board’s decision hold up?

Holtz raised doubts about whether the referendum would stand. “We have not followed [the process for] amending the bylaws,” he said. “And this is not the way you go about it.”

As of publication, Coop leadership had not announced any plan to challenge the referendum vote.

Following the GM, the *Gazette* asked the General Coordinators whether they consider the referendum vote to be valid under Coop bylaws; whether there are plans to challenge, delay, or block implementation of the vote or its results; and whether they plan to issue a formal statement to the membership regarding their position. The General Coordinators declined to comment on these questions.

Competing Views of Governance

In a follow-up conversation, Board Member Keyian Vafai defended the decision to issue a referendum as a necessary and overdue response to member demand. “After 17 months of delay and obstruction, it was clear that a referendum was the only way that the Board would be able to hear the advice of members on this important proposal,” he said.

“Our bylaws allow the Board, by a majority vote, to direct a mail ballot ‘on any matter.’” He continued, “Members will receive the referendum on hybrid GMs on the same ballot as the Board of Directors election, and this will allow the Board to hear the advice of the membership on a proposal that’s waited seventeen months for a vote.”

Chair Committee Member David Moss noted that while he and other Chairs support hybrid meetings in principle, the tactics used to reach the vote may signal a broader shift. “It will be interesting to see if M4P limits its ability to control PSFC governance to forcing votes on hybrid meetings and boycott-related issues, or if this signals a fundamental shift in Coop governance.”

Vafai, by contrast, sees the referendum as an overdue fulfillment of democratic process. “I have an obligation as a Board member to ensure that our Coop remains a member-run democracy,” he said. “To do that, we must make sure that the Board can hear the advice of our membership.”

Leila Darabi joined the Gazette as a reporter in 2016. She posts photos of the food

she makes with Coop ingredients on Instagram (@persian_ish); and cohosts Cringe-watchers, a podcast that uses binge-worthy TV as a lens to discuss sex, politics, and culture.