

VOLUNTARY ARTICLE: “BECAUSE IT’S ALWAYS BEEN DONE THIS WAY” AS THE COOP’S NORTH STAR?

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By Tim Hospodar

It was frightful when many members attending the May 2025 General Meeting (GM) demanded outgoing General Manager Joe Holtz disclose the legal counsel who supported the General Coordinators’ (GC) inquiry into the April 2025 GM proceedings. Curious about what fellow members plan to do with the information, I became equally curious about why GCs solicited counsel without questioning its cost. At the May GM, Holtz reminded members that “Legal Fees” is an expense itemized on each financial statement discussed at every meeting, and I suppose that’s reason not to hesitate an inquiry into whether April GM votes were allowable. “What would it cost?” has guided GCs to deliberate hybrid meetings, the return of childcare, but not the employment of

a third-party firm.

The Bylaws (Article V, Section 2) confirm the Coop may employ a firm for such purposes, namely actions deemed necessary for the good of the corporation that cannot await the next meeting of directors. During the past couple of years, mail ballots had been distributed prior to the May GM; resolving what that ballot would look like before Tuesday, May 27 was appropriate. It's why I sponsored a resolution (Article V, Section 1), authorizing GCs to take such action without further inquiry. While the April GM could be endlessly studied and debated, the mail ballot could take shape as decided by the Board of Directors at the April GM. The resolution would absolve us from any liability in this purposeful collection of data. Remember, also, that the data alone will not enable an amendment to the Bylaws.

I shared this resolution with GCs by email—our primary form of discussion between GMs. Besides hundreds of member emails, some members on the Board ask questions of the GCs, ask questions of the Agenda Committee (AC), while copying other committees too. Occasionally the questions lead to discussion, when a GC responds or the AC. When members of the Board posed questions about the mail ballot, however, it was radio silence from the GCs. I chimed in late, suggesting resolutions could serve as an appropriate solution. Acknowledging the cost, a law firm's decision makes the resolution a moot issue.

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"It's always been done this way," was probably no factor in how the law firm reached their decision. If they consulted the Coop's guide to GMs and AMs, Section V informed them that the structure of the GM can be changed by a majority vote of the members present. They might have established that the Board may consider this vote to be the advice of the members. Maybe they decided the members' requests that the Board take action or the introduction of a referendum during the Open Forum served as ad-

vice baked into a demonstration of overwhelming support by the voting members. I figure the Board drew an inference from the number of raised hands, and the Board ratified the advice of the members present. And this is what the Board was asked to do—ratify the members' advice—regardless of how it's always been done for 48-plus years.

Timothy Hospodar is a member of the Coop's Board of Directors.