

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

June 24, 2025



June 24, 2025

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.

THE DATA ALONE WILL NOT ENABLE AN AMENDMENT TO THE BYLAWS.

"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.

HUDSON VALLEY FARM COOP COMMITTEE REPORT

June 24, 2025



By Jonathan Farber

The Park Slope Food Coop (PSFC) voted at the April 2021 General Meeting to become the original sponsor of a new and separate cooperative business, the Hudson Valley Farm Coop (HVFC). The website is under development at <https://www.hvfarmcoop.->

com/.

The Hudson Valley Farm Coop is a proposed enterprise that will acquire, improve, and operate fifteen farms in the Hudson Valley for the benefit of its shareholders and the wider community. The start-up budget for the project is \$30 million. The HVFC will raise funds through a unique financial mechanism called a Direct Public Offering, and will provide its members the rare opportunity to own a stake in socially progressive and ecologically regenerative farms. Investments will help to recreate, sustain, and protect this wonderful corner of our threatened and critical agricultural region.

Since our last update, published in the July 2022 edition of the *Linewaiters' Gazette*, the Park Slope Food Coop Hudson Valley Farm Coop Committee (HV FCC) has reached full operating capacity with nine active Coop members and General Manager Joe Holtz. We have formed three working groups focused on writing the business plan, preparing the financial model and developing an outreach and marketing strategy. The full committee meets monthly in-person and we anticipate opening a portion of our monthly meetings for PSFC members to attend when the Coop is able to provide in-store meeting space for larger groups.

The HV FCC is recruiting for pro bono legal assistance from one or more Coop members. The proposed HVFC will be a not-for-profit Cooperative Corporation licensed in New York and legal consultation provided may fulfill pro bono service requirements. This is an opportunity to work with a diverse team creating positive change in our food and farming systems.

The most immediate need is for attorneys to assist with filing a Certificate of Incorporation; preparing bylaws, structuring and administering a Direct Public Offering and promoting a farm worker, and more. Interested PSFC members may reach out to: info@hvfarmcoop.com.