

**PARK SLOPE FOOD COOP  
GUIDE to the GENERAL and ANNUAL MEETINGS**

This document is a guide to members' meetings, how we discuss ideas and Coop business together, and how we make Coop decisions and govern ourselves. The Coop was created by a handful of people determined to work together to provide food for themselves. After the Coop started operating, meetings of the membership took place every month. When the Coop incorporated, the members decided that the Board of Directors (BOD) would be required to meet openly and vote only on issues that were taken up and voted on by the membership. This decision is reflected in our bylaws and these meetings are called General Meetings (GMs). Also in our bylaws is the establishment of an Annual Meeting, which occurs every June, where the BOD election is held and the audited financial statement is presented to the members for approval.

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**I. Definition of the General Meeting**

The General Meeting is the advisory body to the Board of Directors of the Coop. All members may attend these meetings. All members may bring ideas to discuss or proposals to be voted on during these meetings by submitting an agenda item to the Agenda Committee. All discussion and decision-making by the Board of Directors takes place in front of the members. The Amended Bylaws of the Park Slope Food Coop state that "the portion of the Board of Directors meeting that is devoted to receiving the advice of the members shall be known as the General Meeting. . . . The members who gather to give advice to the directors may choose to vote in order to express their support or opposition for any of the issues that have come before the meeting." The GMs are the central place where the membership can talk together and make decisions.

**II. Time and Date of the General Meeting**

- A. **Time.** The General Meeting begins at 7:00 p.m. and usually runs until 9:45 p.m.
- B. **January through October.** The General Meeting is held on the last Tuesday of every month from January through October.
- C. **November.** The November General Meeting is held on the last Tuesday of the month, except when Thanksgiving falls after that Tuesday; in which case, the meeting is held nine days before Thanksgiving.
- D. **December.** The December General Meeting is held on the Tuesday prior to the Tuesday before Christmas. When Christmas falls on a Tuesday, the General Meeting will be held on December 18.
- E. When the date of a scheduled meeting needs to be changed, a simple majority can move the date of the affected meeting to the previous or subsequent Tuesday.

**III. Who's Who at the General Meeting**

- A. **The Chairperson** impartially guides the meeting through its agenda. The chairperson keeps the direction of the discussion focused.
- B. **The Chair Secretary** supports the chairperson, keeping track of who is waiting to speak and who has already spoken, and recording all decisions, votes, and amendments made by the General Meeting.
- C. **The Secretary of the Coop**, an elected officer, records the minutes of the General Meeting and presents them at subsequent meetings. In the absence of the elected secretary and when the secretary has not appointed a replacement, the chair can appoint a member to fulfill the duties of the secretary from among the members present. Members of the Chair Committee may not serve in that capacity.

D. **The Chair Committee** is comprised of coop members who rotate service as chairperson and chair secretary as their regular coop workslot. The committee as a whole serves as the parliamentarian of the General Meeting and members can act as advisors to the chair secretary who advises the chairperson. Members present at the General Meeting not serving as Chairperson or Chair Secretary assist the Chair Secretary in distributing ballots and counting votes. The committee selects its own replacements. Members interested in joining the committee should make themselves known to the chair secretary. No member of the Chair Committee shall serve as chair or chair secretary of any meeting where he/she shall have the appearance of a conflict of interest with a proposal on the agenda.

E. **The Agenda Committee**, whose members are chosen by election, organizes the agenda items submitted by the members prior to the meeting. They are responsible for setting each GM's agenda.

#### **IV. Agenda of the General Meeting**

A. **The Agenda Committee** impartially sets the agenda of the General Meeting. The Agenda Committee meets at the coop on the first Tuesday of every month. Members serve staggered two-year terms. Coop members interested in joining the Agenda Committee may stand for election to available seats annually at the October General Meeting or when deemed necessary by the Agenda Committee.

##### **B. Agenda Item Submission.**

1. Coop members must submit their agenda items to the Agenda Committee in writing and may appear in person to present their item to the committee. All items should include a title or name for the item and a 25-40-word description that the committee will submit for publication. Members appearing in person will have up to ten minutes to verbally present their item to the committee. Members submitting items are encouraged to be available by telephone between 8:15 p.m. and 9:00 p.m. the evening of the meeting so that the committee may contact them to organize the agenda for a particular General Meeting.

2. Members developing items are encouraged to work together and access the Coop's resources to develop discussion items and proposals. Publicizing proposals prior to the General Meeting is encouraged.

3. Members with proposals are encouraged to submit them first as discussion items.

C. **Setting the Agenda.** The Agenda Committee will assemble the items, prioritize them, and submit them for publication in the *Linewaiters' Gazette* to be made available 5 to 12 days prior to the General Meeting date.

D. **Agenda time.** The Agenda Committee recommends the amount of meeting time allotted for each agenda item at the General Meeting.

E. Submitters of agenda items (or designated alternates) must be present at the General Meeting to present their items.

F. Emergency items may take precedence over the established agenda.

#### **V. Structure of the General Meeting**

The times and order of the structure of the General Meeting can be changed during the meeting as necessary by the chair or by majority vote of the members present.

**7:00-7:15 Warm-up.** Members make nametags, gather written information and have an opportunity to ask the Chair about GM protocols and procedures. The Chair and Secretary gather Open Forum items from members. Committees wishing to make a report notify the Chair.

**7:15-7:30 Open Forum.** This time is allotted for members to bring one item per person for up to one minute to the attention of the membership. Written items will be recognized first. Items can be submitted anonymously and read by the Chair.

**7:30-7:45 Coordinators' Reports.** The General Coordinators provide brief reports on Coop operations including but not limited to finance, purchasing, logistics, and special projects. Written copies of the financial statement are made available during the warm-up period.

**7:45- 8:00 Committee Reports.** Committees authorized by the GM can deliver a short report. This time is not be used for discussion of an agenda item.

**8:00-9:30 Agenda Discussion.** The agenda, as set by the Agenda Committee, may include discussion items, proposals, and elections.

**9:30-9:45 Wrap-up.** At this time, minutes from the previous GM are presented for correction and approval. The Board of Directors votes on all decisions that were made at the GM. There is also time for meeting evaluation, brief announcements and to call for ride shares.

#### **VI. Discussion Items**

Discussion items provide an opportunity to exchange ideas regarding the coop. Many proposals begin as discussion items. A discussion item does not conclude with a vote.

- A. **Presentation.** The presenter of the item (or designated alternate) will deliver a brief presentation of the item.
- B. **Questions.** The chair will call for questions directly related to the subject matter. Presenters will have the opportunity to answer questions. The question period will proceed in this manner until all the questions are asked or the chair determines that it is time to move on to formal discussion.
- C. **Discussion.** The Chair will call for participants and the chair secretary will prepare a short list of names to discuss the item, and repeat as necessary. Members are discouraged from repeating previous remarks. The discussion period will proceed until the meeting has fully discussed the item or completion of the time allotted.
- D. **Extending, limiting, or ending discussion** is possible in the event the meeting believes it is necessary to do so. A member must offer the appropriate motion, which will require a second, and motions to extend or limit must state the specific period of time. The motion will be discussed by the meeting and may only be amended regarding the amount of time. The motion will be decided by a simple majority.

## VII. Proposals

Proposals are the opportunity for the GM to change or create coop policy.

- A. **Presentation.** The presenter of the item (or designated alternate) will deliver a brief presentation of the item.
- B. **Questions and Comments.** The chair will call for questions and comments directly related to the subject matter. Presenters will have the opportunity to answer questions and consider changes to the language of the main motion. The question and comment period will proceed in this manner until all the questions are asked and comments are made or the chair determines that it is time to move on to formal discussion.
- C. **Main motions** formally bring proposals to the floor of the general meeting for discussion, and require a second. The chair is available during the warmup period to assist. The presenter has the opportunity to modify the proposal before making a motion and may choose to withdraw the proposal altogether.
- D. **Discussion and Debate.** The Chair will call for participants and the chair secretary will prepare a short list of names to discuss the item, and repeat as necessary. Members are discouraged from repeating previous remarks. The discussion period will proceed until the meeting has fully discussed the item or completion of the time allotted.
- E. **Amendments** are proposed changes to the item under debate.
  1. Upon recognition by the Chair, a member states specific changes to the main motion. If there are no objections the motion is amended to include the amendment.
  2. In the event that there is an objection the member may choose to withdraw the amendment or if a second is present bring the amendment to the floor of the meeting for discussion in accordance with the rules stated in VII. C. At the end of the discussion the amendment will be brought to a vote for inclusion in the main motion.
  3. Each proposed amendment may be amended. An amendment to an amendment will be brought to a vote prior to the primary amendment. An amendment to an amendment cannot be amended.
  4. Non-germane and negating amendments are not allowed. Amendments must relate directly to the subject of the motion (or amendment) under consideration. They may not make an affirmative statement negative (or vice-versa) or substitute one motion for another.
- F. **Tabling a motion** may occur in the course of a discussion of the main motion and its amendments. The effect is to lay aside the main motion and for the meeting to take up the next agenda item. Tabling requires a second, will not be discussed, and will be decided by a simple majority vote. A motion to table may include a provision that the item be taken up later in the meeting or at the next General Meeting. In the event a scheduling provision is not included, the item will be returned to the Agenda Committee for rescheduling at a future General Meeting.
- G. **Extending, limiting, or ending discussion** of a main motion and amendments is possible in the event the meeting believes it is necessary to do so. A member must offer the appropriate motion, which will require a second, and motions to extend or limit must state the specific period of time. The motion may not be discussed by the meeting and may only be amended regarding the amount of time. The motion will be considered approved if passed by a two-thirds majority.
- H. **Voting.** On all votes, the chair will determine the method based on the sense of the GM, including the possibility of acclamation, general consent, show of hands without counting, show of hands with counting, and paper ballots. There will be no call for abstentions. The counting of hands and the distribution, collection, and counting of paper ballots is conducted by the present members of the chair committee and any other members the chair shall so designate. At the chair's discretion, the GM may move on to the next agenda item while paper ballots are counted. Unless otherwise specified in this document and/or in the Coop's By-Laws, members express their support for proposals when a simple majority of the members voting at the General Meeting (or of the votes cast through another method) vote in favor.

I. **Boycott.** As approved at the January 2016 General Meeting, to express support for a boycott proposal a supermajority of at least 75% of the members voting at the General Meeting (or of the votes cast through another method) must cast votes in support of the proposal.

### **VIII. Committee Election Procedures.**

These procedures apply to the elections held at the GM for seats on any of the committees whose members are approved by the membership.

A. **Candidate Eligibility and Presentations.** Openings on all Coop Committees are announced in the *Linewaiters' Gazette*. Members interested in running for an open seat on a committee need to make their interest known to the committee. Each committee chooses nominees. Candidates are strongly encouraged to be present at the election, and each has the opportunity to make a one minute verbal presentation before addressing members' questions for a period of 3 minutes (or 4 minutes if no verbal presentation is made).

#### **B. Voting Procedures and Determining Results.**

1. All elections will be conducted by paper ballot. Preprinted ballots for committee elections are distributed by the Chair Committee just prior to the vote. Members must be present at the GM to vote.

2. Members may vote "yes" or "no" for each candidate. Members may not vote "yes" for more candidates than there are open positions.

3. The members of the Chair Committee collect each ballot personally from every voter and calculate the election results. At the discretion of the chair, other working members may participate in the counting of ballots.

4. To be eligible for election, each candidate must receive more "yes" than "no" votes. The candidates with the highest number of "yes" votes will fill the available openings (with terms of varied length filled in descending order according to the number of "yes" votes received).

5. The chair announces the results of each election. All election ballots are retained by the Coop office for a period of 3 months.

### **IX. Annual Meeting and June General Meeting**

The Annual Meeting (AM) and June General Meeting, which occur on the same night as required by the by-laws, follow a different format than the other General Meetings of the year, and their purpose is to elect Board members, review the coop's audited financial statement, elect coop officers, and secure the services of an auditor for the following year. With the exception of the differences explained in this section, all other rules of the GM apply to the AM and June GM.

#### **A. Structure of the AM and June GM**

**7:00-7:15** Warm-up.

**7:15-7:30** Call to Order and welcome.

**7:30-9:30**

1. Annual Meeting Agenda: a) Presentation of the audited financial statement by the auditor; b) Review of the audited financial statement; c) Board of Directors Election.

2. General Meeting Agenda: a) Coop Officers Election; b) Retaining the services of a financial auditor for the following year.

3. The chair may toggle back and forth between the AM and June GM to best facilitate all agenda items.

**9:30-9:45** Wrap-up.

#### **B. Voting by proxy or at the Annual Meeting**

Every Coop member in good standing is eligible to vote on the AM agenda items, including the BOD election, regardless of attendance at the AM. During the week preceding the legal observance of Memorial Day, a proxy packet is mailed to every Coop member to give members who will not attend the AM the opportunity to vote, and a proxy collection box is installed at the Coop. Completed proxies can also be mailed to the Coop. A Membership Coordinator assisted by working members counts proxies in the days just prior to the AM. All members are welcome to attend the June AM. Members arriving at the AM sign in at the entrance and receive a ballot pack to use in casting their votes. If a member has already voted by proxy, his or her proxy is pulled (so as not to be counted) upon arrival at the entrance of the meeting. After the ballot pack has been issued to a member, a replacement ballot is not permitted under any circumstances.

#### **C. Board of Directors' Election Procedures**

According to the New York State Cooperative Corporations Law and the Bylaws of the Coop, the members of the Coop shall elect a Board of Directors to staggered three-year terms by paper ballot.

1. **How to run for the Board of Directors (Declaration of Candidacy).** Every year in January and February an announcement about the upcoming Board of Directors' election is printed in the *Linewaiters' Gazette*. Any Coop member in good standing is eligible to run for an open seat on the Board of Directors (BOD). To become a candidate, a member must send a statement no longer than 750 words to the *Linewaiters' Gazette* by March 1



and submit a passport-style photo to the office. Candidates' statements and photos are printed in four subsequent editions (once each in March, April, May and June) of the *Linewaiters' Gazette*. In addition, the candidates' statements are made available on the Coop's website until the election has taken place. Candidates are required to be available to attend the March GM to address members' questions, and requested to attend the June AM, when the election will take place. Nominations of BOD candidates from the floor of the AM are not permitted.

2. **BOD candidate presentations made at the March GM and the AM.** At the March GM and then again before the BOD election at the AM, candidates have the opportunity to make a one minute verbal presentation before addressing members' questions for a period of 3 minutes (or 4 minutes if no verbal presentation is made) per candidate.

3. Members may vote "yes," "no," or "abstain" for each candidate. If there are more candidates than open seats on the BOD, the number of "yes" votes on a ballot may not exceed the number of available openings. Ballots are then collected from each voter personally by the Chair Committee and working members, who then tabulate the election results, after adding in the collected proxies, with the assistance of a Membership Coordinator. The Chair announces the election results when the count is completed and the proxies and ballots are retained by the office.

4. To be eligible for election, each candidate must receive more "yes" than "no" votes. The candidates with the highest number of "yes" votes will fill the available openings, with terms of varied length filled in descending order according to the number of "yes" votes received.

5. **Filling unexpected vacancies.** In the case of a vacancy on the Board of Directors, there shall be an election held at a regular GM to fill the vacancy, no less than 30 days nor more than 60 days after the vacancy occurs. The GM may hold the vacancy open to be filled at the next AM provided that the vacancy is created with less than six months remaining before the AM and provided there is only one vacancy. A Director elected to fill a vacancy shall serve only until the next AM, at which time the membership shall elect a director to serve for the balance of the term. In all other respects, elections to fill BOD vacancies are conducted according to the rules for committee elections (Section VIII).

#### **D. Coop Officer Election Procedures**

These procedures apply to elections held for seats as an Officer of the Coop (President, Vice President, Secretary, Treasurer).

1. Blank ballots for officer elections are included in the ballot pack distributed at the entrance of the AM and June GM.

2. **Eligibility and candidate presentations.** Officers are elected annually for one-year terms. Only members of the Board of Directors are eligible to run for the offices of President and Vice President. The Chair opens the floor to nominations, which require a second and acceptance by the candidate.

3. In all other respects, officer elections are conducted according to the rules for Committee elections (Section VIII).

#### **X. Extending the Meeting; Supplemental Meetings**

A. Extending the Meeting is possible in the event the meeting believes it is necessary to do so. A member must move to extend the meeting, which will require a second. The member must state a specific period of time for the extension. The motion may not be discussed by the meeting and may only be amended regarding the amount of time. The motion will be considered approved if passed by a two-thirds majority.

B. Supplemental Meetings. A supplemental General Meeting may meet on the Tuesday fourteen days following a regular meeting if the General Meeting decides that significant business must be addressed before the next regular meeting.

#### **XI. Interruptions**

Under certain circumstances, members can interrupt the regular proceeding of the meeting, by stating the name of the interruption: "point of order," "point of information," "point of personal privilege," "I move to assist the chair," and "I move to overrule the chair." With the exception of a motion to overrule the chair, interruptions do not require seconds.

A. **Point of order.** A point of order is a reminder of a rule that has been forgotten or is being ignored. Any member may make a point of order at any time. If the chair concurs, the meeting will immediately observe the rule. Otherwise the chair will explain why the rule is invalid or irrelevant to the current discussion.

B. **Point of information.** Any member may make a point of information.

a. A point of information when a member offers information: this is an explanation which adds necessary immediate information to a discussion. This is only to be used when the information offered by the member cannot wait until the member is recognized during the regular discussion.

b. A point of information when a member seeks information: members who need clarification of a statement by the chair or any speaker may ask a question as a point of information. The chair or speaker then has the opportunity to answer the question.

C. **Point of personal privilege.** A point of personal privilege pertains to matters of general comfort or physical emergencies which take precedence over the current discussion. If, for instance, a member notices that a fire has started, he may make a point of personal privilege asking that the meeting be adjourned for that reason. More often, a member may notice that the room is too hot or too cold, and may make a point of personal privilege asking that the chair address the general comfort of the members. Any member may make a point of personal privilege.

D. **Motion to assist the chair.** While the members of the chair committee are assumed to hold sufficient knowledge in facilitation of the meeting, there may be a moment when a member not of the chair committee will have greater knowledge of these rules or parliamentary procedure than the chair. If it appears the chair needs assistance to facilitate the meeting at that moment, any member may make a motion to assist the chair, and offer specific parliamentary assistance on the current issue.

E. **Motion to overrule the chair.** Any member who disagrees with a ruling of the chair may make a motion to overrule the chair immediately after the chair makes the questioned ruling. The motion must be seconded.

1. If the chair yields, the ruling is rescinded.

2. If the chair persists in the ruling, the person who made the motion—or another member designated by that person—will explain, in no more than three minutes, why the chair is incorrect. The chair—or another member designated by the chair, will then explain, in no more than three minutes, why the ruling is correct. There will be no further discussion.

3. The phrasing of the vote will be “shall the ruling of the chair be upheld?” A “yes” vote will be understood to support the ruling of the chair, and a “no” vote will be understood to support the appeal. The question will be decided by simple majority.

4. If the chair refuses to call a vote on the motion to overrule, any member may call for the vote. In this circumstance, the chair will be considered to have vacated his or her position for the duration of the meeting and the position of chair will be filled by another member of the chair committee. The chair committee will be required at its next meeting to consider the behavior of the offending chair. They may remove the member from the committee, temporarily suspend the member from the committee, place the member on probation, or maintain the member in his or her current status on the committee. The member under question will not have a vote on the issue. The chair committee will report their decision to the next GM.

F. Dilatory motions. Members may not attempt to delay the progress of the meeting or an individual motion by proposing numerous amendments or making frequent interruptions. When this happens, the chair may declare such motions dilatory and refuse to allow the meeting to consider them.

## **XII. Parliamentary Authority**

Robert’s Rules of Order, Newly Revised, will be the parliamentary authority for all matters not covered by this document.

## **XIII. Ratification of, and Amendments to, This Document**

A. Ratification of this document shall result from a simple majority vote at a regularly-scheduled General Meeting of the PSFC, following discussion at a prior GM and publication online during the month prior to the discussion.

B. This document can be amended by a simple majority vote at a regularly-scheduled General Meeting of the PSFC, following discussion at a prior GM and publication in the *Gazette*.