

# Board Meeting Minutes

Tuesday July 2nd, 2019 7:00 p.m. - 9:00 p.m.

New Leaf

Board Members: Casey, Joan, Chris, Jeremy, Emily, Amanda

Non-Board Members: Tom Harner

Emily calls the meeting to order at 7:01PM.

Tom was attending to give the financial report. \$47k current in the checking and savings. Expenses YTD have been \$7k. We have received \$5 in income. Each month we are charge \$93 for credit cards fees which is significantly higher than it should be. Tim will need to dig into why there is that high of credit card fees. Largest expense is to pay Emily Decker, our contract employee.

Emily Newman gave a 30 minute overview on dissolution from the lawyers perspective:

Protocols for dissolution:

1. The board would vote for dissolution
2. There would be space for a membership vote. The bylaws dictate  $\frac{2}{3}$  of participating members must vote in favor of dissolution. A membership meeting is not required but is best practice. Voting should be made available in several forms, such as an email or mail in ballot.
3. If dissolution passed, we would move forward to steps 4-8. If dissolution vote did not pass, Friends and Farmers would suspend business operations.
4. Per the bylaws, F&F would pay out the debts, liabilities and expenses of liquidation, including staff and contractual obligations, credit card bills, insurance, Borough expenses, square, etc.
5. F&F would file for a tax clearance certificate
6. F&F would file articles of dissolution
7. Equity Payout
  - a. Equity would be paid out per Article 6.2.2 of the Bylaws, only to active members in good standing (see definition in Article 2 of Bylaws).
8. Outstanding money in the bank (returned checks, etc.) would be distributed to another cooperative or cooperative development organization. F&F has discussed this would be KDC, if any money remained.

Other considerations:

1. We should store our assets for a short period of time, which include office equipment, cash box, sales documents, signs, etc.
2. We could offer Emily Decker a severance package, which would include a bonus plus access to any intellectual property created by her during her work with F&F
3. Customer data is private and should stay private. F&F has the “rights” to sell customer data or lease customer data, but should not.
4. The website will be shut down.
5. All communications should go through [friendsandfarmersmarket@gmail.com](mailto:friendsandfarmersmarket@gmail.com)

6. Legal notices should be sent out to farmers/vendors to indicate that they should take F&F off the books within [x] # of days or let F&F know if we owe you outstanding payments

Emily and Chris left open for discussion. There was minimal discussion at this time.

Chris would like to discuss with Tom what his contract would look like in the future.

Emily made a motion to go into executive session at 7:22PM. CR seconds. All in favor. Motion passes.

Emily made a motion to out of executive session at 8:14PM. JB seconds. All in favor. Motion passes.

Emily made a motion to approve the June Board meeting minutes. Casey seconds. All in favor. Motion passes.

Chris makes a motion that F&F Board of Directors recommend dissolution of the Cooperative. F&F would host a membership meeting, enabling members in good standing to cast their vote supporting or opposing said dissolution. Alternative voting methods would be made available (e.g. email or online voting). Jeremy seconds.

Emily makes a motion to amend to say “active members in good standing” and remove “(e.g. email or online voting), remove “recommend” and change dissolution to dissolve and all “woulds” to “wills.” Additionally, add “and proceed with dissolution per the bylaws Article VI.” Jeremy seconds.

Jeremy thinks that authorization for the chairs should be a second motion.

*Motion reads:* Chris makes a motion that F&F Board of Directors dissolve the Cooperative and proceed with dissolution per the Bylaws Article VI. F&F will host a membership meeting, enabling active members in good standing to cast their vote supporting or opposing said dissolution. Alternative voting methods will be made available. Jeremy second.

EN made the motion to vote to approve the amended motion. Joan seconds. All in favor. Motion passes unanimously.

Board passes the motion unanimously. All were in favor.

Jeremy makes a motion for Emily Newman and Chris Rand to act as agents of the board of directors to execute dissolution proceedings pursuant to the bylaws and contingent on the membership vote approving dissolution. Casey seconds.

All in favor. Motion passes unanimously.

Jeremy makes a motion to adjourn. Emily seconds.

All in favor. Motion passes unanimously.