

## **Montavilla Food Co-operative**

### **Minutes from Board of Directors Organizational Meeting: October 22, 2015**

The Montavilla Food Co-operative (MFC) Board of Directors met on October 22, 2015 at 6:30 p.m. at Milepost 5, at 580 NE 81<sup>st</sup> Ave., Portland, Oregon.

#### **1. Call To Order**

**Voting directors present:** Ben Cutler, Sarah Kutil, Amanda Lamb, Katherine Lim-Pedery, and Ellen Rubinstein

**Voting directors absent:** Tony Lamb

**Others present (non-voting):** Amy Reaney, Simone Rede (second half of the meeting)

#### **2. Announcements**

Ben Cutler informed the Board of the new campaign launched by Outreach, Treat Yourself to Membership. Amanda Lamb informed the Board that taxes have been filed by certified mail. Ellen Rubinstein informed the Board that cooperative café was informative, the market study is being conducted, and initial interviews for the organizer have been conducted.

**3. Seating of the Newly Elected Directors.** The Board recognized the election of Amanda Lamb, Tony Lamb, and Sarah Kutil to the Board.

#### **4. Amendment of the Board Rules**

- a. **Resolution Amending the Board Rules and Committee Policies to Reorganize Strategic Planning and Education as Committees.** The Board discussed this Resolution, which is included as Appendix A to these minutes. Because Scott McCormick has resigned from the Board and from his role as Education Chair, it was determined that section 4 of the Resolution should be stricken and the remainder tabled for the November meeting.
- b. **Resolution Amending the Board Rules Policy to Adopt Robert's Rules of Order.** The Board discussed this Resolution, which is included as Appendix B to these minutes. The Board Denied this Resolution.
- c. **Resolution Amending the Board Rules Policy to Correct an Error in the Title of Section 12(a) of the Board Rules.** The Board discussed this Resolution, which is included as Appendix C to these minutes. The Board Passed this Resolution.
- d. **Resolution Amending the Board Rules Policy to Improve Fiscal and Policy Note Policies.** The Board discussed this Resolution, which is included as Appendix D to these minutes. The Board passed this Resolution.
- e. **Resolution Amending the Board Rules to Remove Committee Policy Provisions.** This resolution was not included as part of the Board packet. Therefore, this resolution was not discussed and was stricken from the agenda.

- f. **Resolution Amending the Board Rules Policy to Simplify Regular Board Meeting Agenda.** The Board discussed this Resolution, which is included as Appendix E to these minutes. The Board passed this Resolution.

5. **Break**

6. **Annual Election of the President, Vice President, Secretary, and Treasurer.** The Board discussed electing officers of the Board. The Board elected the following directors as officers:

**President: Amanda Lamb**

**Vice President: Ben Cutler**

**Secretary: Sarah Kutil**

**Treasurer: Katherine Lim-Pedery**

The President and Treasurer continue to be signatories for the Board.

7. **Consideration of the Annual Board Calendar.** The Board reviewed the proposed calendar of Board Meeting dates for the 2015 – 2016 Board Session. The proposed calendar is included as Appendix F to these minutes. Katherine Lim-Pedery reported that the South Tabor Community Association is held on the third Thursday of the month. It was determined that the Board meetings should thus be moved to the fourth Thursday of the month, except for the months of November and December because of the various holidays therein. The Board agreed on the following meeting dates:

**November 19, 2015**

**December 17, 2015**

**January 28, 2016**

**February 25, 2016**

**March 24, 2016**

**April 28, 2016**

**May 26, 2016**

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**July 28, 2016**

**August 25, 2016**

**September 22, 2016**

**The 2016 Annual Meeting will be held on Saturday, September 24, 2016.**

8. **Vote to Elect Simone Rede to the Board.** The Board unanimously approved including this item 8 on the agenda. Simone Rede discussed her desire to be on the Board. The Board elected Simone Rede to the Board as an interim appointment for the 2015 – 2016 regular session.

***Adjournment***

The meeting adjourned at 9:02 p.m.

**Approved by:**  
Sarah Kutil, Secretary  
November 19, 2015