

Section 470 Governance Review Council

.1 Purpose

The purpose of the Governance Review Council (GRC) is to review policies, procedures and practices of the co-op for their consistency with the Bylaws and to inform the membership as provided in these Bylaws if they are not.

.2 Responsibilities

- a. The GRC will analyze and offer its opinion whether any policy, procedure or practice of the co-op violates or does not violate the Bylaws upon the request of the Board, the Management or a Member.
- b. Upon request by the Board Secretary, the GRC will assist the Board Secretary in maintaining a current record of the Bylaws and printed policies of HWFC.
- c. The GRC will review the policies and governance procedures of the Board and Management and shall monitor the actions of the Board for consistency and adherence to those policies and procedures to these Bylaws.
- d. The GRC will review each Notice described in Sections 341.6, 342.8 and 343.6 before it is distributed to Members to ensure that the Notice is consistent with the Bylaws. The GRC will identify whether a proposal in the Notice would violate a section of the current Bylaws.
- e. If the GRC believes that there has been a violation of the Bylaws by any action of the Board or Management or that such violation is pending, then it will promptly notify the Board and, as necessary, may call a Special Membership Meeting to submit the issue to the Membership in accordance with Section 343 but without the need for petition as described in Section 343.2.
- f. The GRC may place on the formal agenda of any Regular Membership Meeting any issue related to its duties and responsibilities without the need for a petition as described in Section 342.4.

.3 Structure and Process

- a. The GRC will have five members. Only Members as defined in these Bylaws are eligible for election to the GRC. To be elected, a candidate must receive a plurality of at least 25% of those Members voting in the election.
- b. The term of office will be three years; no GRC member may serve more than six consecutive years. Terms will be staggered in three classes so that no more than two GRC members will have terms ending at the same time.
- c. The GRC may appoint Members to fill vacant positions on the GRC temporarily but no more than two positions may be filled by appointment before the next Bylaws/Governance Membership Meeting, at which time the Membership, along with the normal election of members to the GRC, will elect members to serve out the remainder of the terms of the GRC members who vacated their positions.
- d. The GRC will select its own chairperson.
- e. Three GRC members will constitute a quorum.

- f. The GRC will meet as it deems necessary, generally monthly. The GRC will post at least one week in advance on the HWFC website the time, place and agenda of its meetings.
- g. Any member may attend, and at the discretion of the GRC, participate in a GRC meeting, but only GRC members may vote.
- h. The GRC may adopt its own standing rules for its own meetings, provided that no rule may contradict the Bylaws.
- i. The GRC will post a report of its opinions in the store and on the HWFC website within two weeks of its opinion being finalized.
- j. The GRC may remove any member who fails to attend four consecutive GRC meetings by a majority vote of the GRC.
- k. Any Member may recall a GRC member by providing the Board Secretary a written statement explaining the reasons for recall and a petition requesting removal signed by five percent of the Membership. The Membership may remove the GRC member by an affirmative three-quarters vote at a Regular or Special Membership Meeting provided that at such meeting not less than ten percent of the entire Membership vote.

Section 471 Bylaws Panel

Unnecessary; board has authority to create ad hoc committees under Section 460.

General Change:

Substitute “will,” for all references to “shall.”

Section 341 Referenda

.1 “the greater of 35 Members or 10% of the Membership,” instead of “the lesser of 35 Members or 10% of the Membership.”

Section 342 Regular Membership Meetings

.1 “a Bylaw/Governance Meeting during which elections to fill vacant Governance Review Council positions will take place and proposed amendments may be considered.”

.4a. “the greater of 35 Members or 10% of the Membership,” instead of “the lesser of 35 Members or 10% of the Membership.”

Section 343 Regular Membership Meetings

.2 “the greater of 35 Members or 10% of the Membership,” instead of “the lesser of 35 Members or 10% of the Membership.”