

OKLAHOMA FOOD COOPERATIVE

ANNUAL MEETING

Moore-Norman Technology Center

January 29, 2011

At 12:40 p.m. past president Robert Waldrop welcomed all the members in attendance. He said that since he was unable to attend the last Annual Meeting due to a medical problem, he wanted to give the speech he planned to give last year. He first quoted Wendell Berry's poem "The Apple Tree" and then explained how the poem applies to the development and purpose of the Co-op. An endeavor with goodness, truth, wisdom and beauty is certain to lead to a beneficial outcome. At the beginning of the Co-op, he envisioned having pickup sites within a bike ride of every residence. People might scoff at this vision, but the Co-op has made great progress, and many communities throughout the state have one or more pickup sites. He described the events of a delivery day as the products move from farm to customer. From December, 2004, through December, 2010, the Co-op has delivered over 3 million dollars worth of local food and nonfood items. We should soon be experiencing more than a million dollars a year in sales. He was inspired by his grandmother who sent him on his way with the message, "You get the right eats, you hear!" Robert closed his remarks with a second Wendell Berry poem, "Man Born to Farm".

President Dawn Mahiya introduced the other Board members present: Leah Aufill, Ann Young, Chelsey Simpson, Deedra Hovey, Kara Joy McKee, Greg Parker, and Walter Kelley. Dawn said that the Co-op experienced its largest growth the past year, triple the previous year's growth.

Kara Joy recognized all the members present who had served as volunteers for the Co-op and encouraged everyone to volunteer in the future. Then she and Chelsey presented awards for special merit to Lisa Weissenbeuhler, Dawn Mahiya, Nick Lillard, and April Harrington. The awards consist of a certificate and an elegant pen set.

Dawn declared the Seventh Annual Meeting of the Oklahoma Food Cooperative to be in session since a quorum of more than 178 memberships was present.

Discussion of the proposed amendments to the Articles of Incorporation followed.

The first amendment, which would remove the language about the General Manager being a Board member, was submitted by Greg Parker. He said that it is important to separate management from the committee that oversees the operations of the Co-op,

and in particular the Manager should not be a member of the Board that sets the salary and duties of management.

The second amendment, which would increase the number of at-large Board positions to 5 or 6, was from Leah Afill. She told the membership that more variety was needed on the Board and especially more producers. Kathy Moore also spoke for the amendment, and Brendon Furneaux spoke against it, saying that he is concerned that it might make the Board too large.

The third amendment, which would create two new categories of non-voting stock, Class B and Class C, that can be issued by the Board as it deems advisable, and change the calculation of the actual value of a membership share based on the value of Class B and Class C stock issued to members, was presented by Bob Waldrop. He said that the Co-op is at a point where we need additional sources of capital. Speaking for the amendment were Jacki Morton, Kara Joy McKee, Jonalu Johnstone, and Murrie Dodson. Speaking against the amendment were Dev Vallencourt, Leah Afill, Greg Parker, and Nancy Osbourn. The main arguments against were that the Board needs to put plans for spending in place first before generating revenue and that there is little accountability for current and future use of funds.

The fourth amendment, which would remove references to the Cooperative Administration and operations Committee, is needed to eliminate a committee that has never functioned.

The membership then voted on the four amendments by ballot and the ballots were collected for counting.

For the office of President there was a single announced candidate, Chelsey Simpson. Chelsey told the assembly about her extensive work with the Co-op, including her tenure as Vice President for Customers and her time as site coordinator in Edmond. She grew up on a small dairy farm in Oklahoma and has had a deep interest in issues confronting small farmers.

Since there were no additional nominations from the audience, a motion passed electing Chelsey as President by acclamation.

For Secretary there were two announced candidates, Ann Young and Aaron Killough. Ann said that she is a fourth generation Oklahoman who lived outside Oklahoma for a time and then moved back and has been a member of the Co-op ever since. She has answered emails for the Co-op and has served on the Board as an at-large member. Aaron has run a pickup site for 2 and a half years and wants to become more involved.

Since there were no nominations from the floor, ballots for Secretary were marked and collected.

Jacki Morton was the only announced candidate for Vice President for Producers. She is the owner of a mushroom farm that sells through the Co-op. She described herself as a “Co-op fanatic” who has run a housing Co-op, lived on a farm, worked as a posting clerk for the Co-op, and has served as a delivery day volunteer. She said that the Co-op must pay close attention to the needs of producers.

There were no additional nominations for this position and the assembly passed a motion to elect Jacki by acclamation.

Since the Co-op does not currently have a Treasurer, Robert gave the Treasurer’s report. Financial information that was distributed to the membership included an income statement for 2010, a balance sheet through December, 2010, and an income statement comparing actual amounts to budgeted amounts. For the year, the Co-op had a net income of \$92.61, so total expenses were nearly equal to total income for the year. Robert’s answers to questions from the audience contained the following additional information: although a substantial sum is paid for ice, most of the amount goes for dry ice, which is essential to our operation; demand exceeds available funds for low-income applications; and management is working to find the best way to insure our trailers. Robert introduced Lori Lyon, who is handling day-to-day operations of our financial team, and told the group that the Co-op needs to find a Treasurer soon.

The results of the voting were announced:

Amendment 1 passed 133 to 16
Amendment 2 passed 110 to 43
Amendment 3 passed 103 to 48
Amendment 4 passed 145 to 5

Ann Young was elected Secretary by a vote of 69 to 58.

Since Chelsey was elected President, the position of Vice-President for Customers is open with one year remaining on the term. A request for nominations from the floor resulted in the nomination of Quentin Bomgardner. Quentin said that he is an engineer who has been active in the Norman Arts Council and the Norman Music Festival.

The assembly then elected Quentin by acclamation.

The final election was for three at-large members to the Board, two for three year terms and one to replace Ann with a one year term. These members were nominated from the floor: Denise Winn, a nonfood producer, Aaron Killough, who had been a candidate for Secretary, Lisa Weissenbuehler, long-time worker at delivery days, Steele Ford, who has served on the boards of other co-op’s, Holli Kerr, producer with a master’s degree in accounting, Cristina Roberson, a long-time Co-op member, Michael Stewart, who works for DARP, and Eric Lyons, a volunteer for three years.

While the members were voting on these candidates, Kara Joy gave a brief management report. She reminded the audience that producers were to have a meeting immediately following the general meeting. All of the utensils used for food during the meeting were recyclable. She described some of the ways that the Co-op is advertising itself: t-shirts, new website, etc. Teams have been built for handling operations, each team having a trained captain. Five Joycast videos have been produced so far to highlight to individual producers. They are generating a series of useful maps, showing pickup sites, producer locations, and areas for prospective customers.

The winners of the at-large Board member election were announced: Aaron, Lisa, and Eric.

The new President, Chelsey Simpson, opened the floor for general business. Robert moved that the assembly instruct the Board to buy a gavel for use at the next annual meeting. This motion passed without any dissent. Greg Parker led the members present in a round of applause for all the volunteers and producers who had made the annual meeting a success.

The Seventh Annual Meeting adjourned at 2:50 p.m.

Submitted by Walter Kelley