

Yahara River Grocery Cooperative Board Meeting  
EMS Building-Training Room  
516 South Fourth Street, Stoughton, Wisconsin  
6:00 p.m.-8:00 p.m., Tuesday, February 13, 2007

MINUTES

Board Members Present:

Steve Barnes	President
Norma Sampson	Vice President
Myra Hajny	Secretary (attended last 20 minutes of meeting only)
Warren Kmiec	Treasurer

Eric Borchardt	Marketing Communications Committee
Jon Hajny	Research Committee
Homer Howard	Senior Liaison
Dick Rem	Senior Liaison
Kristine Vaughn	Membership Committee
Marlene Widra	Site Location Committee

Other Committee Members Present:

Laura Anderson	Membership Committee
Brad Austin	Business Plan Committee
Pam Barnes	Research Committee
Caroline Werner	Finance Committee

Also Present:

Michelle Donofrio

Steve Barnes called the meeting to order. The agenda for the meeting was reviewed and modified. Norma Sampson agreed to serve as acting secretary for the meeting.

On **MOTION** (Howard/Widra) and unanimous vote the minutes of the January 30, 2007 meeting were approved.

TREASURER'S REPORT

Warren Kmiec reported that the co-op has received money from three sources to date: \$371 collected at the November 16 Community Meeting at the Senior Center; \$200 gift from the residents of Vennevoll Skaalendal in December; and Caroline Werner has received a \$1,000 check from the Dane County Ag Council. At the January 30 meeting the Board authorized Norma Sampson to use the \$200 Vennevoll Skaalendal gift to purchase a domain name for the co-op's website.

Warren also reported that the co-op is the recipient of a \$30,000 block grant (CDBG).

Warren has contacted Evergreen State Bank about opening a checking account and that it will take two signatures for dispersal of funds.

OLD BUSINESS

Articles of Incorporation. Jon Hajny reported that he mailed the Articles of Incorporation with appropriate fees on February 6, 2007, and anticipates that they will be registered later this week. Jon would like to be reimbursed \$48 for the fees he paid to the State of Wisconsin Department of Financial Institutions (\$25 filing fee) and the Register of Deeds (\$23 recording fee).

Meeting with Mike Flocca. Jon Hajny and Warren Kmiec reported on their meeting with Mike Flocca. Warren distributed an overview report about the February 5 meeting. Following discussion it was decided to proceed with the Board's plans to establish a cooperative grocery in Stoughton.

Website. Norma Sampson reported that she had received notice February 12 that the co-op had been approved for the .coop domain name: yaharagrocery.coop. Norma said she also applied for yaharagrocery.com. Both URLs were propagating and within 72 hours should find Fred Leonard's host server in Stoughton. The cost of the .coop was \$198 for 2 years and was paid for with the Vennevoll Skaalendal gift. Norma paid the \$35 1-year fee for the .com. Fred Leonard is donating the server, email addresses, and website set-up.

Norma and Eric Borchardt reviewed the proposed website navigation and architecture. The Board authorized Norma and Eric to proceed with developing the site.

Cost of Membership/Stock Structure. Warren Kmiec referred to the drafts of the Membership and Certificate of Investment forms he had distributed at the January 30 meeting. According to the Business Plan, the co-op needs to raise \$100,000 in memberships and \$200,000 in investment certificates. The forms recommend a one-time membership fee of \$100, and investments (loans) in the co-op would be in \$500 amounts or greater for the length of 3 to 5 years. Discussion ensued, and Warren agreed to chair an open meeting at 1:00 p.m., February 18, to discuss the cost of membership. He will notify everyone of the location. The cost of membership and stock structure will be put back on the agenda for the next board meeting.

#### SITE LOCATION COMMITTEE REPORT

Marlene Widra reported on the open meeting that was held February 6 at Stoton Cycle. She said after reviewing how Willy Street Co-op started, those in attendance recommended "Phil's Building" (229 East Main) as a start-up location for the Yahara River Grocery Cooperative.

Warren Kmiec announced that Brad Austin and Scott Mephram had looked at "Phil's Building." Warren distributed a suggested store layout developed by Brad and Scott, noting that the layout recommends a hydraulic lift. Warren also distributed a shopping frequency report that he had prepared using the square footage available at "Phil's Building."

Discussion ensued relating to the pros and cons of the site. The **MOTION** (Widra/Kmiec) to focus on "Phil's Building" was made. A friendly **AMENDMENT** (J. Hajny) was accepted stating that the intent of the motion is for the Site Location Committee to not actively look at other sites, and that the committee will focus on researching next steps including plans for parking. The motion as amended passed with two (Howard, Rem) opposing votes.

#### MEMBERSHIP COMMITTEE REPORT

Kristine Vaughn reported that Laura Anderson has rejoined the Membership Committee. She confirmed that the committee is working on the database and developing a Membership Application. Kristine said she would alert everyone about the next committee meeting.

#### MARKETING COMMUNICATIONS COMMITTEE REPORT

Eric Borchardt announced that he is working on a comprehensive marketing plan that will include recommendations for "talking points." He invited everyone to the next Marketing Communications Committee meeting from 6:30 to 8:00 p.m., February 21, at the Stoughton Library.

#### BUSINESS PLAN/FINANCE COMMITTEE REPORT

Warren Kmiec noted that the members of the Business Plan Committee are willing to serve on the Finance Committee since the Business Plan is finished. Warren agreed that as Treasurer he would temporarily serve as chair of the Finance Committee.

## RESEARCH COMMITTEE REPORT

Jon Hajny reported that he had applied for and received an Employer Identification Number from the Internal Revenue Service today (February 13, 2007).

There was a **MOTION** (J. Hajny/Kmiec) and unanimous vote to amend Section 3.3 of the Yahara River Grocery Cooperative Bylaws to change “principal office” to “mailing address” and use the address of the Secretary to conform to the Articles of Incorporation. The bylaws (and Articles) will be amended again when a post office box is secured.

## NEW BUSINESS

Contact Information. Eric Borchardt reported that the Marketing Committee recommended renting a post office box for 6 months for about \$35. In addition, there will be at least three email addresses – [info@yaharagrocery.coop](mailto:info@yaharagrocery.coop), [membership@yaharagrocery.coop](mailto:membership@yaharagrocery.coop), and [comment@yaharagrocery.coop](mailto:comment@yaharagrocery.coop) – for community access. On **MOTION** (Borchardt/S. Barnes) and unanimous vote, the Board authorized the expense for a post office box.

Grant Writer/Dietician. Jon Hajny, on behalf of Myra Hajny, noted that positions of grant writer and dietician have been identified, but neither has a committee affiliation. It was decided that grant writer Caroline Werner would join the Finance Committee. The committee affiliation of the dietician Julia Salomon was tabled until the position becomes active.

Block Grant. Jon Hajny stated that he has reviewed the CDBG Block Grant Agreement and has concerns he would like to raise with the Finance Committee before the agreement is brought back to the Board at the next meeting.

## ANNOUNCEMENTS

Warren Kmiec announced the UW-Cooperative Center is presenting *Co-op 101* from 7:00 to 8:30 p.m. the next two Wednesdays (February 21 and 28) at Willy Street Co-op. Warren said he will go to the first session and Steve Barnes agreed to attend the second session.

## WHAT’S NEXT?

The Board discussed beginning a procurement group. Jon Hajny called for a “reality check” pointing out that a “ton of money” will be required for start-up costs. Therefore, Steve Barnes asked that in the upcoming weeks the focus be on membership: 1) the cost of membership, 2) the benefits of membership, 3) a membership application, 4) the marketing of membership, and 5) a membership drive.

The next meeting of the Board of Directors is set for 6:00 p.m., Tuesday, February 27, 2007, in the Training Room of the EMS Building at 516 South Fourth Street.

Respectfully submitted,  
Norma Sampson, Secretary Pro Tem