



Annual General Meeting Materials

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Proposed Bylaw Change #1

From: NASCO Education Board

Subject: Clarifying composition of elected seats to the Board of Directors

Date: August 28th, 2009

Background:

It is a priority for NASCO to make sure that its Board of Directors is representative of our membership and provides skills needed to best serve the organization.

Although our general election process is imperfect and is in the process of being reviewed, it is important to make our current system as efficient as possible.

It is often a difficulty while recruiting potential Board candidates to be in line with the composition section of our Bylaws. Although it is clear that the AMR is an elected position to our Board, it is also very clear that the AMR election is conducted in a different manner than that of the candidates that participate in our general election (at this time takes place in the spring over postal mail). This proposal came out of the objective to clarify our Bylaws and make them more consistent and in line with the intended spirit of the original language they were written in.

In several cases in the past, NASCO Staff and Board have found Bylaw 5.2 to cause challenges to our election process. The Board has discussed the proposal on the table at length and believes that this clarification will improve the current system.

Proposal:

Make the following changes to Bylaw 5.2 as follows:

(please note that additions are underlined and deletions are ~~struck-out~~.)

5.2 No more than nine (9) of the directors who are elected in the general election ~~elected Directors~~ may reside in the same country.

Implementation:

The NASCO Education Board carefully considered this proposal at its June 2009 meeting and voted to bring it to the NASCO membership for final approval and official altering of the organizations Bylaws.

Our Bylaws can be amended by a 2/3 majority vote at an annual general meeting (AGM).

Staff shall update the NASCO Bylaws accordingly and the results of this meeting shall be recorded and kept on file.

Considerations:

- The original wording of the Bylaw was left deliberately vague in order to leave each Board the freedom to interpret with a wide lens for the purposes of recruiting directors and providing a balance for at least bi-national representation.
- The AMR is an elected director position on the Board, yet this role is not elected by way of the general election process, and should not be considered a factor when recruiting for representation.
- There is no restriction of the country of residence for AMR eligibility.
- Clarifying this Bylaw will not dilute the ability for the NASCO Board to recruit directors based on skill sets desirable for this body of governance.
- Clarifying this Bylaw will give the Board a greater breadth of applicants who will be eligible for open seats during the annual general election process.
- The Board intends to portion some of the AGM agenda to discussing the annual general election process and get feedback from AGM participants on how to improve our process in the long term.
- Passing this proposal will help us move forward with greater focus for the 2010 general election.

Compiled by Rebecca Nole for the NASCO Board.



Proposed Bylaw Change #2

From: NASCO Education Board

Subject: To establish in the NASCO Bylaws, the Board of Directors will be held to clear expectations, which are detailed in the NASCO Board policies.

Date: August 28th, 2009

Background:

Many organizations non-profit and otherwise require their directors upon being seated to the Board at the start of their term to sign a "Code of Conduct" which is kept on file. This document serves as a reminder to each director what their job description, roles and responsibilities are as elected and appointed representatives to our Board.

The Board has spent part of the last year researching various "Code of Conduct" materials and adjusting them to our standards and cooperative ideals. During the June 2008 Board Meeting, the Board approved the included document to be added to Section 2.8 of our Board Policies.

Proposal:

Add the following section to after 5.9 to the Bylaws:

5.10 Directors are expected to adhere to the agreed upon responsibilities as outlined by NASCO policies."

Implementation:

The NASCO Education Board carefully considered this proposal at its June 2009 meeting and voted to bring it to the NASCO membership for final approval and official altering of the organizations Bylaws.

Our Bylaws can be amended by a 2/3 majority vote at an annual general meeting (AGM).

Staff shall update the NASCO Bylaws accordingly and the results of this meeting shall be recorded and kept on file.

Considerations:

- It is valuable for Directors to have a document and guideline to refer back to outlining their job description, roles and responsibilities to the organization.
- Much of what is written in the NASCO Board Code of Conduct is inherent to the legal obligations of Directors in any organization and having it additionally included in the Policies and Bylaws is redundant.
- The Board would like a reference in the Bylaws to the appropriate Policies in order to stress how seriously we take this role in our governance structure.

Compiled by Rebecca Nole for the NASCO Education Board.



Proposed Bylaw Change #3

From: NASCO Education Board

Subject: Bylaw amendment regarding removal of Directors from the Board, using the NASCO Board Code of Conduct as guiding document.

Date: August 28th, 2009

Background:

Currently a Director can only be removed at the Annual General Meeting or through a special meeting of the members. Even if removal is sought because of unethical or illegal action of the Director in question, this process will take a minimum of one month, assuming fast response from the membership.

The NASCO Board Code of Conduct outlines roles and responsibilities that are widely considered to be inviolate of a Director of any organization, and the proposed bylaw change would only allow a Director to be removed based on this baseline level of expectation.

Proposal:

Make the following changes to Bylaw 5.2 as follows:

(please note that additions are underlined and deletions are ~~struck-out~~.)

5.3 A Director may be removed from office by the following methods, ~~a two-thirds (2/3) vote of the membership at an annual meeting or special meeting~~. An election to fill the vacancy created shall be held within two (2) months.

(1) a two-thirds (2/3) vote of the membership at an annual meeting or special meeting.

(2) a two-thirds (2/3) vote of the Board of Directors based upon violation of the NASCO Board Code of Conduct.

Implementation:

The NASCO Education Board carefully considered this proposal at its June 2009 meeting and voted to bring it to the NASCO membership for final approval and official altering of the organizations Bylaws.

Our Bylaws can be amended by a 2/3 majority vote at an annual general

meeting (AGM).

Staff shall update the NASCO Bylaws accordingly and the results of this meeting shall be recorded and kept on file.

Considerations:

- Passing this Bylaw change would give greater weight and validity to the NASCO Board Code of Conduct as a guideline for expected behavior and professionalism for Directors.
- This change gives the Board of Directors the power to hold each other accountable for their actions and have a procedure in place to remove persons who do not fulfill their obligation to the organization.
- It is perfectly reasonable to give the Board the ability to remove directors who are in violation of the NASCO Board Code of Conduct in order to be effective and efficient without calling on the general membership.
- This is a preemptive policy and will likely not be used on a regular basis.

Compiled by Rebecca Nole for the NASCO Board.



NASCO Report on Inclusion & Accessibility

Prepared by NASCO Staff & Lydia Pelot-Hobbs, NASCO Vice President
November 2009

In 2003, the membership voted (bylaw 8.8) that the NASCO Board would present an annual report on how the organization is working to become more inclusive. This report highlights the work that NASCO has done around inclusion, accessibility, and anti-oppression, and also includes updates from NASCO Family affiliates: NASCO Properties (NP) and NASCO Development Services (NDS). With your feedback and suggestions, we will be creating measurable objectives to ensure that we meet all of these goals. We look forward to having stronger connections with caucus liaisons and the Diversity Congress to continue our work this year.

Bylaw 8.8 reads:

The NASCO Board, with consultation from the People of Color Caucus and Community Co-op Caucus and other interested members, will adopt a NASCO 'Plan for Inclusion' with measurable goals and timetables for increasing the ethnic and economic diversity of the organization, diversifying NASCO leadership, and increasing the participation of persons of color, parents, non-students and others traditionally underrepresented in NASCO. Officers and staff will dedicate appropriate time and resources to meet the goals and timetables of the Plan for Inclusion, and recommend similar changes to NASCO affiliate organizations. At each Annual Meeting, 'Board Report on Plan for Inclusion' and 'Plan for Inclusion Decisions' will be an agenda item. The members will discuss the report and may vote on amendments to the plan proposed by caucuses or active members.

In February 2008, the NASCO Family of Organizations met in Austin for strategic planning. The family agreed on nine goals, and three goals most explicitly related to inclusion and accessibility are:

Access/Diversity

Continuously and critically engage the NASCO Family in anti-oppression education and action in order to grow an inclusive, accessible cooperative movement.

Development

Assist with the development of more co-ops, with an emphasis on underrepresented communities.

Education

Cultivate a broad range of adaptive, accessible educational resources that foster cooperative leadership.

Reflecting on the past year:

Anti-Oppression Programming

- NASCO held its fifth-annual Action Camp called "Racial Justice for Sustainable Communities" where NASCO members spent several days developing an analysis of race and racism, creating action steps to enact in their local cooperatives, and gaining tools for catalyzing their communities toward racial justice.
- NASCO Board members conducted grassroots fundraising for NASCO Action Camp.
- Staff, NASCO's Inclusion Committee, and Active Members are examining NASCO's current anti-oppression programming, and problem solving sustainability issues around Action Camp.
- NASCO staff and contractors developed new educational materials for Action Camp's racial justice theme, and anti-racism trainings are more readily available to members.
- NASCO is launching a new anti-oppression program this Institute that will hopefully reach new leaders within the membership with low cost anti-oppression training; the program is called the Cooperative Leadership Track.

NASCO Institute

- NASCO continues to offer a full track of workshops centered on anti-oppression education; workshop topics address anti-racism, trans allyship, radical mental health, class privilege etc.
- NASCO is offering new caucuses & working groups at Institute to better meet the needs of participants; new caucuses & working groups include Working-Class Caucus, Male Ally Working Group, and Women and Transfolk of Color
- NASCO continues to strive to make Institute as accessible as possible by providing childcare, scholarships, free housing, gender neutral restrooms etc. and creating an anti-oppressive and accessible culture
- The Low-Income Scholarship application prioritized underrepresented and marginalized members within NASCO's membership and leadership i.e. transgender & genderqueer, people with disabilities, people of color, and international students.
- The theme of Institute was chosen to engage members in conversations around environmental injustices & racism, in addition to challenging privilege reflected in many discussions around sustainability within NASCO members; the keynote speaker for Institute is Omar Freilla, a leader in the environmental justice and worker cooperative movements.
- An Interfaith Service will be held to provide a space for participants to honor faith and spirituality.
- The Inter-Cooperative Council on Privilege and Oppression (ICCoPO) chair was appointed a one-year term (February 2009-February 2010 on the NASCO Education Board, and will be appointed to the board again (February 2010-February 2011).
- NASCO staff are collecting demographic information on all Institute faculty and work to recruit more faculty of color and trans & genderqueer faculty for Institute in 2010.



- NASCO's Inclusion Committee created a blog around inclusion, accessibility, and anti-oppression and added relevant resources to NASCO's Shared Resource Library to increase visibility.
- NASCO's Board has drafted a policy around language translation to make participating in NASCO's events, services, and governance more accessible.

Governance & Staffing

- The chairs of the People of Color Caucus and Diversity Congress continue to serve on the NASCO Board for one-year appointments.
- Working toward trans allyship on the NASCO Board through training, and increasing trans leadership within NASCO's Board
- The NASCO Board is engaging members around inclusion and anti-oppression during the Annual General Meeting.
- Representatives from the NASCO, NP, and NDS board have begun meeting to strategize on furthering the Family goals (access/diversity, development, and education) and building broad board support, and collaborating across boards.
- The Boards of NASCO Properties (NP) and NASCO Development Services (NDS) will have anti-oppression trainings during their board meetings during this Institute (November 2009).
- NASCO hired a new staff member who served as the People of Color Caucus Chair in 2008.
- NASCO's main office moved from Ann Arbor to Chicago last December making working for NASCO more accessible to prospective staff and improving NASCO's ability to attract staff of color.
- NASCO's Inclusion Committee has updated staff exit surveys to track trends in staff turnover.
- The NASCO Board formed an International Relations Working Group that began self-education around the North-South cooperative movement and is committed to translating NASCO's materials as resources allow.

Networking

- NASCO staff have been discussing involvement with the 2010 US Social Forum (USSF) in Detroit; a former NASCO staff member is representing NASCO on USSF planning committees.
- NASCO continues to build relationships with other organizations doing anti-oppression and social justice work; some organizations include the Highlander Research & Education Center; the Solidarity Economy Network; the Center for Global Justice; the Responsible Endowments Coalition; Allied Media Conference; and the U.S. Federation of Worker Cooperatives.

Development

- After hiring community organizing interns and attempting to build relationships with leaders of Historically Black Colleges and Universities (HBCU's) in Atlanta, NASCO



Development Services has changed its approach, and the remaining grant money for this project will likely go toward cooperative education scholarships for students at HBCU's.

- Staff are adding a section on anti-oppression to the *Organizer's Handbook*, a tool used for developing new co-ops.

In the Pipeline:

Anti-Oppression Programming

- Evaluating the sustainability of Action Camp and implementing program changes if necessary
- Fundraising to be able to offer scholarships to potential Action Camp participants, providing potential Action Camp participants with fundraising tips and resources
- Launching an anti-oppression training and consulting menu for NASCO members; strengthening the network of contractors and trainers available to NASCO members
- Creating a regional directory of anti-oppression trainers
- Expanding the Cooperative Leadership Track during Institute to reach more members
- Increasing staff training in anti-oppression
- Increasing content on the Inclusion Committee's blog
- Launch a webinar available to NASCO members, topic TBA

NASCO Institute

- Increase scholarship funds for participants with financial needs
- Recruit a high percentage of faculty of color and trans faculty

NASCO Family Governance & Staffing

- Forming a Plan for Inclusion or working group for the NASCO Family with representatives from NASCO, NP, and NDS; settings goals to reach before the next strategic planning session in February 2011
- Continuing to review and propose amendments to existing NASCO policies and bylaws to eliminate problematic parts that limit accessibility, largely through a lens of class
- Continuing to build analysis on the NASCO Board and within the NASCO Family primarily around race and class
- Intensively analyzing classism within NASCO's governance and membership
- Strengthening caucus, ICCoPO, and Diversity Congress involvement throughout the year

Networking

- Building relationships with new organizations i.e. Catalyst Project, Allied Media Projects
- Continue to bring visibility to NASCO at the US Social Forum, US Solidarity Economy Network, and the Allied Media Conference



Annual General Meeting
Working Groups
Sunday, November 8

Annual General Meeting representatives are invited to attend one of the following groups, after which each group will have the opportunity to report back to the larger group.

- a. **Environmental Justice:** Generate discussion and engagement around environmental justice.
 - i. Distinguish between definitions of environmental justice and environmental sustainability.
 - ii. Discuss what coops are already doing around sustainability, and what they might be able to do for environmental justice. Address how to raise awareness about environmental justice within cooperatives.
 - iii. Activity/task: work towards adopting a statement about NASCO member cooperative's commitment to support local environmental justice causes, and action steps that cooperatives can take to support environmental justice; include a definition of environmental justice from (i.).
- b. **Mapping 2010:** Introduce and give shape to 2010 Institute theme of Mapping.
 - i. Broad brainstorming, what types of maps do we think about and what are the utility of those maps?
 - ii. Activity/Task: Create a map/diagram that explores issues, categories, geographies, or topics that could be mapped, and how they're related.
- c. **Anti-Oppression Education:** Evaluate NASCO's current anti-oppression programming
 - i. Introduction to anti-oppression as a priority in programming, governance, leadership, networking, how anti-oppression is connected to cooperative principles; brief overview of how anti-oppression education surfaced in NASCO;
 - ii. Snapshot of current anti-oppression efforts: Action Camp, Cooperative Leadership Track/anti-oppression training at Institute, training & consulting upon request/member visits, online resources, networking with anti-oppression and social justice organizations.

- iii. Review the costs and benefits of current anti-oppression programming and recommendations, from the Inclusion Committee of the Board, for how to proceed.
 - iv. Activity/task: report feedback on Inclusion Committee's suggestions in (iii) and any additional options for Action Camp & anti-oppression programming to discuss.
 - d. **Building a More Democratic Election Process for NASCO Ed Board:**
Learn about the current election process, challenges and benefits
 - i. Learn about the current election process, challenges, and benefits
 - ii. Review various ideas for improvements to the election process
 - iii. Activity/Task: Brainstorm additional ideas for improvements and provide feedback on existing ideas, to give to the Board.
 - e. **Strategies for Pooling Resources and Information:** Discuss strategies for pooling resources for mutual benefit
 - i. Overview initiatives NASCO staff & board are already working on (Connected Bookkeeping, collecting energy usage data, pooling property insurance policies, larger co-op systems lending money for developing/expanding co-ops, shared resource library).
 - ii. What are suggestions for ways that NASCO co-ops can connect to your coop with these collaborative initiatives? Brainstorm ideas for pooling resources in the future.
 - iii. Discuss ideas for initiatives that would better position NASCO co-ops to advocate for cooperatives as more sustainable (financially, ecologically, socially) model than comparable forms of housing and business.
 - f. **Open Space**
 - i. Members will be given time at the beginning to propose open space discussions. The top one or two topics will be selected. If there is little interest in open space discussions, participants will be asked to join a standing working group.