**Ozark Natural Foods**

**Board Meeting Minutes**

**July 2025 Meeting**

Tuesday July 22nd, 2025

6:30 p.m.

Board Members Present: Randy Wilburn (zoom), Danielle Hoffman,

Nick Carson, Cannon McNair, Megan Knutson

Jacob Sheatsley, Kim Bryden, Joshua Youngblood,

Denny Warren

Board Members Absent:

Staff Members Present : Dennis Hanley

**Consent Agenda:**

* **Motion** to approve June Board Meeting Minutes was **made, seconded, and carried with 7 ayes and two abstained.**

**Floor Report:**

President’s Report:

* Met with Tony Alongi and CPA partners, they visited the store and took inventory. There was such great feedback from them regarding both the store and employees.
* Randy really appreciates everyone’s dedication to the revolution of the co-op. Randy recognized Dennis’s strong leadership and how its helped develop the staff.

GM Report & Monitoring Report

* Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover.

**Reporting and Board Decisions**

B3 Financial Conditions

* Dennis reported on B3 Financial Conditions.
* The Board reviewed the report prior to the board meeting and asked applicable questions.
* **Motion** to accept B3 Financial Conditions as presented by Dennis was **made, seconded and carried unanimously.**

Ratify the current Bylaws to present to members at AMM

* The Board reviewed the current Bylaws as they are, to be presented at the AMM as a resolution to be voted on for ratification.
* **Motion** to present the proposed resolution to ratify bylaws at the 2025 Annual Members Meeting was **made, seconded and carried unanimously.**

Ratify the Articles of Incorporation to present to members at AMM

* The Board reviewed the current Articles of Incorporation, to be presented at the AMM as a resolution to be voted on for ratification.
* **Motion** to present the proposed resolution to ratify Articles of Incorporation at the 2025 Annual Members Meeting was **made, seconded and carried unanimously.**

Board Compensation Language to present to members at AMM

* Danielle read proposed language for updated board compensation. Board discussed why board compensation is important and how it should be structured.
* The board determined a pay structure aligned with the different roles and responsibilities of the board positions. 225, 300, 375 and 14 yearly meetings
* **Motion** to propose board compensation amounts to include in the language of 225 for regular 300 treasure/secretary, vice president, 375 for president based on the board member being in good standing and attending 14 meetings per calendar year. Motion carried unanimously.
* Josh presented the proposed language for consideration:
* **Bylaw 5.10 Compensation states:**
* Any change in the current compensation of the Board of Directors shall be approved by a simple majority of the Active Members voting at an Annual Membership Meeting or at any Special Meeting of the Members called for that purpose. The Cooperative may reimburse directors for any reasonable expenses incurred in carrying out their duties and responsibilities.
* **The proposed board compensation policy to be voted on states:**
* Directors shall be reimbursed for reasonable expenses incurred in the performance of their duties on behalf of the Co-Op, provided such expenses are supported by appropriate documentation (e.g., receipts) and submitted within the time frame established by the Board. Stipends will be received for a maximum of 14 total meetings annually.
* Non-Officer Directors shall receive the following stipends:
* $225 for preparation for and attendance at each regular and Annual meeting of the Board;
* $225 for preparation for and attendance at each special meeting of the Board; and
* $225 for preparation for and attendance at the annual Membership Meeting.
* Sec/Tres and Vice-President of the Board shall receive the following stipends:
* $300 for preparation for and attendance at each regular and Annual meeting of the Board;
* $300 for preparation for and attendance at each special meeting of the Board; and
* $300 for preparation for and attendance at the annual Membership Meeting.
* President of the Board shall receive the following stipends:
* $375 for preparation for and attendance at each regular and Annual meeting of the Board;
* $375 for preparation for and attendance at each special meeting of the Board; and
* $375 for preparation for and attendance at the annual Membership Meeting.
* Stipends shall be calculated and paid annually in December, based on actual attendance and participation throughout the calendar year. **Provided, however**, no stipends shall be paid to any Director in any instance where the Co-Op is operating at a financial loss or where the payment of such stipends would materially impair the Co-Op’s working capital or financial stability, as determined by the Board in good faith.
* In addition, all Directors shall be entitled to receive an in-store discount equivalent to that provided to Co-Op employees, subject to the same terms and conditions.
* **Motion** to approve the propped compensation policy as read was **made, seconded and carried unanimously.**

June 24, 2025, Executive Session Results Membership Termination Reports

* The Board held Exec Session and approved to revoke membership of two members.

Perpetuation Committee

* Cannon reported that the committee has been working with operations on planning the upcoming Annual Member Meeting.

Outreach Committee

* Denny reported on the recent Appleseeds volunteer event which had 5 volunteers, as well as another trail clean up planned for September.

Policy Committee

* The committee reviewed the language for Bylaws, Articles of Incorporation, and Board Compensation.

**Discussions**

Annual Member Meeting Planning

* Potential ideas include mixer to meet the candidates, happy hour all day after 10am, local vendor sampling, board QA, DJ, ways to incentivize voting, giveaways, etc.
* Operations will work with Marketing to execute.

**Policies for review/discussion:**

* D4- Board Meetings

**Upcoming meeting dates:**

* + August 26th, 2025- August Monthly Meeting

**Meeting adjourned at: 8:42 p.m.**

**Member Comments:**