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Exhibit B: [REDACTED]

Exhibit C: [REDACTED]

Exhibit D: Correspondence to the Olympia Food Co-op Board of Directors, dated May 31, 2011;

Exhibit E: [REDACTED]

Exhibit F: Olympia Food Co-op Mission Statement & Bylaws;

Exhibit G: OFC Boycott Policy (1993);

Exhibit H: News article from Forward.com—How Matisyahu Ban Backfired on BDS Backers, dated August 21, 2015;

Exhibit I: [REDACTED]

Exhibit J: Board’s Staff Representative’s Israel Boycott Proposal to Staff, dated June 7, 2010;

Exhibit K: Excerpts from an Oral Opinion of the Court, dated February 27, 2012;

Exhibit L: Olympia Food Co-op Personnel Policy, dated September 2010;

Exhibit M: Article, entitled “Decisions, Decisions,” by Teresa McDowell, Co-Op News, Fall 1992, Olympia Food Co-op, [at p. 7];

Exhibit N: [REDACTED]

Exhibit O: [REDACTED]

Exhibit P: [REDACTED]

Exhibit Q: Excerpts from Defendant Grace Cox’s Responses and Objections to Plaintiff’s First Discovery Request to Defendants, dated October 30, 2015 and November 2, 2015;

Exhibit R: Olympia Food Co-op Board of Directors Meeting Minutes, dated May 20, 2010, and July 15, 2010;

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Exhibit S: [REDACTED]

Exhibit T: [REDACTED]

Exhibit U: [REDACTED]

Exhibit V: [REDACTED]

Exhibit W: Correspondence from the Olympia Food Co-op Board of Directors, dated June 30, 2011;

Exhibit X: Board Meeting Minutes, dated September 16, 2010;

Exhibit Y: Ha'aretz article (July 20, 2010);

Exhibit Z: Olympia Food Co-op Newsletter, dated December 2010/January 2011; and

Exhibit AA: Olympia Food Co-op Member Initiated Ballot Procedure and Petition Requirements, dated July 2005.

Executed this 29th day of January, 2016, at Seattle, Washington.



Avi J. Lipman, WSBA 37661

1 **DECLARATION OF SERVICE**

2 On January 29, 2016, I caused to be served a true and correct copy of the
3 foregoing document upon counsel of record, at the address stated below, via the method of
4 service indicated:

5 Bruce E. H. Johnson, WSBA No. 7667
6 Brooke E. Howlett, WSBA No. 47899
7 DAVIS WRIGHT TREMAINE LLP
8 1201 Third Avenue, Suite 2200
9 Seattle, WA 98101-3045
10 Phone: 206-622-3150
11 Fax: 206-757-7700
12 Email: brucejohnson@dwt.com
13 brookehowlett@dwt.com
14 mlahood@ccrjustice.org
15 blmharvey@sbcglobal.net
16 steven@stevengoldberglaw.com

- 17 Via Messenger
- 18 Via U.S. Mail
- 19 Via Overnight Delivery
- 20 Via Facsimile
- 21 Via E-mail (Per Agreement)

22 I declare under penalty of perjury under the laws of the United States of America
23 and the State of Washington that the foregoing is true and correct.

24 DATED this 29th day of January, 2016, at Seattle, Washington.

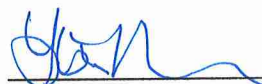
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26 _____
Lisa Nelson, *Legal Assistant*

Exhibit A

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit B

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit C

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit D

May 31, 2011

Via Certified Mail, Return Receipt Requested

Grace Cox
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Eric Mapes
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Harry Levine
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Julia Sokoloff
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

TJ Johnson
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Rochelle Gause
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Rob Richards
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Erin Genia
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

John Nason
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Ron Lavigne
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

John Regan
Olympia Food Co-op
Board of Directors
3111 Pacific Ave. SE
Olympia, WA 98501

Jackie Krzyzek
3948 Delphi Rd., SW
Olympia, WA 98512

Joellen Reineck Wilhelm
623 Central St. SE
Olympia, WA 98501

Suzanne Shafer
2919 Lindell Rd. NE
Olympia, WA 98506

Jessica Laing
521 Quince St. SE
Olympia, WA 98501

To the Olympia Food Co-op Board of Directors (present and former):

We are members of the Olympia Food Co-op (“OFC”) who oppose OFC’s boycott of Israeli made products (“Israel Boycott”) and divestment from Israeli companies (“Divestment”). More importantly, we strongly object to the numerous procedural violations committed by the OFC Board of Directors (the “Board”) in adopting these policies. You are receiving this letter because either (a) you are currently a member of the Board or (b) you were a member of the Board at the time the Israel Boycott and Divestment policies were adopted.

To be clear, we have repeatedly asked the Board to act on these issues in accordance with the rules and bylaws of OFC. We agree, of course, that OFC would be bound by the result of such a process. After all, OFC is a *cooperative* and its members have agreed to abide by certain rules. Yet you have refused to follow these rules or to cooperate. **It is clear that members of the Board, by committing such procedural violations, have failed collectively and as individuals to abide by their lawful obligations to OFC and its members.** A number of us have made this position clear to the Board since it announced its decision to enact the Israel Boycott. Yet our efforts have apparently fallen on deaf ears, as the Board steadfastly refuses to revisit its position on the Israel Boycott and Divestment policies. (To be clear, we currently take no position on

soundness of OFC's "Boycott Policy" itself, which we understand may be under review by the Board, or OFC's boycott of products other than those made in Israel.)

At this point, we are left no choice but to demand in no uncertain terms that OFC act in accordance with its rules and bylaws and rescind the Israel Boycott and Divestment policies. Should new proposals to enact such policies be pursued at a later date in accordance with OFC rules and regulations, we would be prepared to respect the outcome of that process. Regrettably, should the Board reject our demand, we are prepared to pursue relief through the court system. We wish the situation had not come to this point, but frankly you have forced our hand by ignoring—again and again—our requests for due process and procedural compliance with OFC rules and regulations. As such, we expect to receive a response from the Board to our demand no later than **30 days** from the date of this letter. (Please arrange to have the Board's response mailed to us at the address below.) Should no response be received by that date, we will assume you have rejected our demand and will proceed accordingly.

Although the basis for our demand has previously been communicated to Board members collectively and, in certain instances, individually, we again explain in summary fashion our position. This is provided in the sincere hope that you will revisit the process by which the Boycott and Divestment policies were adopted. Nothing would please us more than to see this matter resolved without the need for adversarial action. That said, we are tired of being ignored and marginalized by a Board that refuses to abide by the rules and cooperative spirit of OFC's governance principles and procedures.

We remind the Board of the numerous occasions on which members of OFC have explained how and why the enactment of the Israel Boycott and Divestment policies violated OFC rules and regulations and why, as a result, the Board should rescind them. In short, you have repeatedly been put on notice of the Board's procedural violations, and you have repeatedly rejected requests for remedial action. While we are continuing to investigate and conduct additional analysis, it is clear that the Board, in deciding to boycott Israeli made products and divest from investments in Israeli companies, violated the terms of a number of OFC's governing documents—most obviously, the OFC "Boycott Policy." Other rules and regulations that were violated include OFC's Mission Statement and Bylaws. We intend to hold each of you personally responsible for these procedural violations and the breaches of your duties.

As members of OFC—some of us longstanding members—we submit this letter to you in the sincere hope that the Board will (1) recognize the mistakes it made in the course of adopting the Israel Boycott and Divestment policies and (2) rescind these policies without the need for further action by us. We are not interested in needlessly dragging ourselves or OFC, an institution to which we have collectively given significant time and energy, into an adversarial proceeding. That said, our informal efforts thus far—made in the spirit of cooperation that drew us to OFC in the first place—have failed to persuade you to do what is required under the circumstances. In short, you are entirely responsible for the position in which you now find yourselves. If you do what we demand, this situation may be resolved amicably and efficiently.

OFC Board of Directors

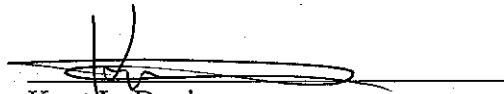
May 31, 2011


Page 3

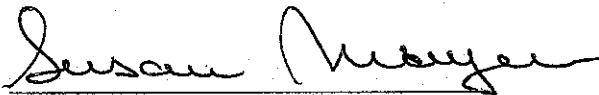
If not, we will bring legal action against you, and this process will become considerably more complicated, burdensome, and expensive than it has been already.

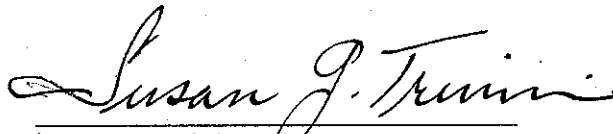
We look forward to receiving a response from you no later than **30 days** from the date of this letter. Please arrange to have the Board's response mailed to us at P.O. Box 6060, Olympia, WA 98507-6060.

Sincerely,


Kent L. Davis


Linda Davis


Susan Mayer


Susan G. Trinin

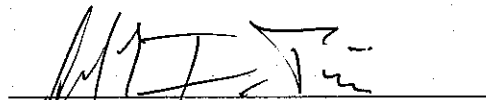

Jeffrey I. Trinin

Exhibit E

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

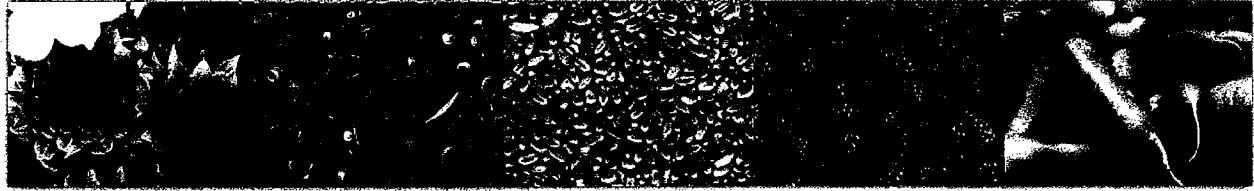
Exhibit F



Olympia Food Co-op

Eastside
3111 Pacific Ave. SE
Olympia, WA 98501
360 956-3870

Westside
921 Rogers St. NW
Olympia, WA 98502
360 754-7666



[About Us](#) [Membership](#) [Departments](#) [Product Info](#) [Classes & Events](#) [Employment](#) [Newsletter](#) [Forum](#) [Specials](#)

The Co-op Mission Statement is the fundamental document that drives our work here at the Co-op. It is read aloud at the beginning of staff and board meetings to keep it fresh in everyone's minds as decisions are made.

MISSION

The purpose of the Cooperative is to contribute to the health and well-being of people by providing wholesome foods and other goods and services, accessible to all, through a locally-oriented, collectively managed, not-for-profit cooperative organization that relies on consensus decision making. We strive to make human effects on the earth and its inhabitants positive and renewing and to encourage economic and social justice. Our goals are to:

- A. Provide information about food;
- B. Make good food accessible to more people;
- C. Support efforts to increase democratic process;
- D. Support efforts to foster a socially and economically egalitarian society;
- E. Provide information about collective process and consensus decision making;
- F. Support local production;
- G. See to the long term health of the business;
- H. Assist in the development of local community resources.



[Mission Statement](#) in Downloadable .doc format (12k)



Olympia Food Co-op

Eastside
3111 Pacific Ave. SE
Olympia, WA 98501
360 956-3870

Westside
321 Rogers St. NW
Olympia, WA 98502
360 754-7666



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New Tabling Guidelines [More info.](#)

The Olympia Food Co-op Bylaws!

1. NAME The name of the corporation is The Olympia Food Cooperative (hereinafter the Cooperative).

2. PURPOSES The cooperative has been formed under the Washington Nonprofit Corporations Act, R.C.W. 24.03. The purpose of the Cooperative is to contribute to the health and well-being of people by providing wholesome foods and other goods and services, accessible to all, through a locally-oriented, collectively managed, not-for-profit cooperative organization that relies on consensus decision making. We strive to make human effects on the earth and its inhabitants positive and renewing and to encourage economic and social justice. Our goals are to:

1. Provide information about food;
2. Make good food accessible to more people;
3. Support efforts to increase democratic process;
4. Support efforts to foster a socially and economically egalitarian society;
5. Provide information about collective process and consensus decision making;
6. Support local production;
7. See to the long-term health of the business;
8. Assist in the development of local community resources.

II. Membership

1. ELIGIBILITY Membership in the Cooperative is open to any person who meets all qualifications set forth in these bylaws and who pays a non-refundable lifetime membership fee. The amount of such fee shall be set by the Board. The Board may designate different classes of membership. The amount of the membership fee may vary for different classes of members. Any financial obligation of membership may be waived in whole or in part by the Board of Directors (hereinafter the Board).

2. NON-DISCRIMINATION The Cooperative strives to be egalitarian in all aspects of its business operations. The Cooperative works to serve a diverse population by incorporating procedures and practices that remove barriers to classes of people who are oppressed or are denied power and privilege in society generally. These classes of people include people who are discriminated against based on race, sex, religious creed, age, disability, size, sexual orientation, gender orientation, marital status and economic status.

3. MEMBER STATUS An active member maintains a current address on file and keeps current in their dues. An active member becomes an inactive member if they;

1. fail to pay dues; or
2. fail to maintain a current address on file for one year; or
3. fail to renew a low income membership
4. request inactive status.

4. CAPITAL ACCOUNT Members shall pay dues into a capital account. The Board may set the amount of dues. Upon becoming an inactive member, members may have all money they have paid into the capital account refunded, unless the member's dues have been transferred from the capital account pursuant to paragraph II.5.

5. INACTIVE MEMBER DUES Inactive member dues may be transferred from the capital account to the Cooperative's accounts according to policies and procedures



Olympia Food Co-op Bylaws

capital account to the Cooperatives accounts according to policies and procedures established by the Staff and approved by the Board.

6. ANNUAL MEETING An annual meeting of the membership shall be held each year. The place, day, and hour of the meeting shall be mailed to all active members at least 10, but not more than 50 days, prior to the meeting. In addition, notice of the meeting shall be posted at the Cooperative at least 10 days prior to the annual meeting.

The purpose of the annual meeting is to provide an opportunity for the Board and members to discuss the activities of the Cooperative. The Board shall establish the agenda for the annual meeting in a manner that allows for members to propose agenda items.

7. MEMBER VOTING In all instances of member voting, ballots may be received at the Cooperative, by mail, or at a meeting of members. No proxies are allowed and each active member shall have one vote. Unless otherwise specified in these bylaws, or by law, a simple majority vote is required for elections and other membership actions. The Board may prescribe additional rules and procedures for elections as appropriate. The Board shall take steps to encourage maximum participation by the membership.

8. MEMBER-INITIATED BALLOT Any member may initiate a ballot for vote by the general membership by following the Member-Initiated Ballot Procedure and Petition Requirements that are prescribed by the Board. All petitions for initiating a ballot must be signed by 1/2 of the average number of voting members from the previous three annual elections, or 300, whichever is greater. Unless otherwise specified by State law, a 60% majority is required for a member-initiated ballot to pass.

9. QUORUM An election must meet a quorum of 100 active members to be considered valid.

10. SPECIAL MEETING 300 Active members or 1/2 of the average number of voting members from the previous three elections, whichever is greater, may petition for a special meeting of the membership to take place within 90 days from the filing of the petition with the Board. The petition shall state the business to be discussed at the special meeting and the meeting shall be limited to such business. The Board may also call special meetings. Notice of special meetings shall be mailed to all active members at least 10, but not more than 50 days prior to the time of the meeting. The notice shall contain the time, place, and agenda of the special meeting.

11. MARKUPS Members shall pay markups on goods purchased from the Cooperative which shall be less than those paid by non-members. Volunteer Working Members are eligible to pay markups on goods purchased from the Cooperative which shall be less than those paid by non-volunteers. The Board shall determine the procedure and amount of special membership category discounts and non-member mark-ups.

12. MEMBER INDEMNITY Members are not liable for the debts of the Cooperative.

13. COMMUNICATION Members shall maintain free-flowing communication with the Board, Staff, and other members.

III. Board of Directors

1. GENERAL RESPONSIBILITIES The affairs of the cooperative shall be managed by a Board of Directors.

2. NUMBER, AND TERM The Board shall consist of a minimum of six directors and a maximum of ten directors. The exact number of directors shall be fixed by resolution of the Board. No reduction in the membership of the Board shall serve to shorten the term of any director then elected and serving. At least one Director shall be a member of the staff. Directors elected by the membership shall serve two year terms. No Director elected by the membership shall serve more than four consecutive years.

3. ELIGIBILITY Any active member is eligible to serve as a Director of the Cooperative.

4. ELECTION OF BOARD MEMBERS Board members shall be elected by the membership, except for the Staff representative, who shall be appointed by the Staff. The Board may prescribe the manner and procedures for membership elections, except that elections shall be held annually.

5. VACANCIES In the event of a vacancy on the Board of Directors, the remaining Board members may appoint a new Director. The appointed Director shall serve until the next Board election. Any Board appointed Director is eligible to run for an elected term at the next election.

6. DECISION MAKING Board Decisions are made by consensus.

7. QUORUM For purposes of Board action, unless otherwise specified or required by law, a quorum shall be a majority of the Board.

8. CONTRACTS FOR PROFIT Except for fair compensation for services actually rendered, a director shall not during her/his term of office be a party to a contract for profit with the Cooperative differing in any way from the business relations accorded members generally or upon terms differing from those generally current among members.

9. CONFLICT OF INTEREST Directors shall be under an affirmative duty to disclose an actual or potential conflict of interest in any matter under consideration by the Board. Directors having such an interest may not participate in the discussion or decision of the matter unless otherwise determined by the Board.

10. REIMBURSEMENT The Cooperative may, if authorized by a general Board resolution, reimburse individual Directors for reasonable expenses required to attend Board and committee meetings. To be eligible for reimbursement the Director must be present for the entire Board meeting.

11. REMOVAL Any Director may be removed from the Board whenever the Board determines that such removal will be in the best interest of the Cooperative. Before a Director is removed, that Director shall be given reasonable prior notice and a reasonable opportunity to speak before the Board at a regular meeting. Removal shall require a consensus minus-one vote of the Board. The membership may also remove a director through the member-initiated ballot process.

12. RESIGNATION A director may resign by submitting a written resignation to the Board with thirty days notice. Absence from three (3) Board meetings in a Board members term without providing prior notification shall constitute resignation from the Board. Exceptions to this policy may be made by consensus of the Board.

13. BOARD DUTIES Except as to matters reserved to membership by law or by these bylaws, the business and affairs of the Cooperative shall be directed by the Board of Directors. The major duties of the Board are to:

1. employ Staff, approve the make-up of the hiring committee, approve job descriptions, and approve a hiring policy;
2. select officers, and fill Board vacancies as needed;
3. approve an operating budget annually;
4. monitor the financial health of the Cooperative;
5. appoint standing and special committees as needed;
6. authorize appropriate agents to sign contracts, leases, or other obligations on behalf of the Cooperative;
7. adopt, review, and revise Cooperative plans;
8. approve major capital projects;
9. adopt major policy changes;
10. adopt policies to foster member involvement;
11. authorize major debt obligations of the Cooperative;
12. ensure compliance with all corporate obligations, including the keeping of corporate records and filing all necessary documents;
13. ensure adequate audits of Cooperative finances;
14. maintain free-flowing communication between the Board, Staff, committees, and the membership;
15. adopt policies which promote achievement of the mission statement and goals of the Cooperative.
16. resolve organizational conflicts after all other avenues of resolution have been exhausted;
17. establish and review the Cooperative's goals and objectives.
18. provide an annual report to the members to include a financial report, committee reports, and a summary of other significant events held and actions taken by the Cooperative during the year.

14. DISPOSAL OF ASSETS The Board may not dispose of all or substantially all of the Cooperative's assets without prior approval of two-thirds of the active members.

15. SUPREMACY The Board shall not exercise any power under these bylaws which is in conflict with the articles of incorporation or applicable state or federal law.

16. MEETINGS The Board shall meet at least twelve times a year. Board meetings shall normally be open to the membership. The Board may close meetings at its discretion to discuss personnel matters, legal matters, or other items which require private discussion. Extra or special meetings may be called at the discretion of the Board or by petition of 25 active members, provided that the petition specifies the business to be conducted at the meeting.

17. ACTION WITHOUT MEETING The Board may act without meeting if all Directors consent. The action shall be recorded in writing at the time it is made and included in the minutes of the next Board meeting. Any action taken under this procedure shall be fully effective.

18. INFORMATION The Board shall provide to the membership the following information:

Olympia Food Co-op Bylaws

18. INDEMNIFICATION to the full extent permitted by the Washington Non-Profit Corporation Act the cooperative shall indemnify any person who was or is a party or is threatened to be a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person was or is a Director or officer of the cooperative against expenses (including attorney's fees), judgements, fines, and liabilities reasonably incurred or imposed upon them in connection with or resulting from any claim, action, suit, or proceeding, provided that they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the cooperative. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the cooperative. The Board of Directors may obtain insurance on behalf of any person who is or was a Director, officer, employee, or agent against any liability arising out of their status as such, whether or not the cooperative would have power to indemnify her/him against such liability. The Board of Directors may, at any time, approve indemnification under the Washington Non-Profit Corporation Act of any person which the cooperative has the power to indemnify. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract.

IV. Staff

MAJOR RESPONSIBILITIES The major responsibilities of the Staff are to:

- A. keep the store functioning and open regular hours.
- B. present comprehensive financial statements to the Board quarterly or as requested;
- C. keep accounting records in accord with generally accepted accounting principles;
- D. maintain accurate and up-to-date corporate records, articles, Bylaws, Board meeting minutes, membership meeting minutes, staff meeting minutes, and required reports; and make these documents accessible to members.
- E. maintain accurate and up-to-date membership records including names, addresses, fee records, and dues records;
- F. maintain accurate and up-to-date records of the names and addresses of all creditors;
- G. maintain adequate insurance and bonding;
- H. regularly propose to the Board updated personnel policies and employee benefit programs;
- I. maintain systems for control of all operations;
- J. maintain adequate channels for taking and responding to member suggestions, commendations, and complaints;
- K. maintain all facilities in good repair and in sanitary and safe condition;
- L. provide effective and consistent programs for consumer and cooperative information;
- M. maintain free-flowing communication between Staff, Board, committees, and the membership;
- N. carry out Board decisions and/or membership decisions made in compliance with these bylaws;
- O. carry out all activities and act in accordance with applicable law, the articles of incorporation, and the bylaws of the cooperative.

V. Financial Information

- 1. FISCAL YEAR** The fiscal year ends December 31.
- 2. AUDIT COMMITTEE** The Board shall name an audit committee or select an experienced accountant to conduct an audit every three (3) years. Members of the audit committee or the accountant may not be employees, or officers of the cooperative or their immediate families; Board members may be on the audit committee, but the committee may not be composed entirely of Board members. The audit committee or accountant shall report their findings to the Board in writing and in a timely fashion.
- 3. REPORTS** The financial coordinator or a member of the Finance committee shall report to the members at the annual meeting and in the Cooperative's newsletter. The Finance committee will also report to the Board as required.

4. BONDING The Board may require bonding of employees.

VI. Dissolution

1. BOARD ACTION In order to voluntarily dissolve the Cooperative, the Board of Directors must adopt a resolution recommending dissolution and direct that the question of dissolution be submitted to a vote of the membership.

2. NOTICE Appropriate notice of the vote must be provided as required by R.C.W.24.03.220.

3. VOTE NEEDED The Cooperative may be dissolved by a 2/3 vote of the active membership. No other business may be transacted at a special meeting called for the purpose of dissolving the Cooperative or on a ballot issued for the purpose of dissolving the Cooperative.

4. PROCEDURE Upon dissolution of the Cooperative the Board shall supervise the winding up of business, the paying of debts, and the distribution of assets.

VII. Amendment

These bylaws may be amended through a board or member-initiated ballot that remains open at least 30 days. Copies of the proposed bylaws changes shall be available at all locations of the Cooperative at least 30 days prior to the beginning of any vote to amend these bylaws.

Approved by the membership November 2005

Exhibit G

BOYCOTT POLICY

Whenever possible, the Olympia Food Co-op will honor nationally recognized boycotts which are called for reasons that are compatible with our goals and mission statement.

Exceptions to this policy include:

- A: Staple products that are being boycotted across the board or for which alternative brands or product lines or not available; or,
- B: Dietary specialty products for which alternatives are not available.

In the event that we decide not to honor a boycott, we will make an effort to publicize the issues surrounding the boycott as well as why we are continuing to carry the product in question, to allow our members to make the most educated decisions possible.

When we become aware of a boycott of a product that we carry, we will gather as much of the following information as possible:

- A: Who is calling the boycott;
- B: How to contact them;
- C: Basic outline of the issues involved;
- D: Parameters of the boycott (what products are specifically involved); and,
- E: What will end the boycott.

If a member informs us of a boycott, we will ask them to provide the above information.

A request to honor a boycott may come from anyone in the organization. The request will be referred to the Merchandising Coordinator (M.C.) to determine which products and departments are affected. The M.C. will delegate the boycott request to the manager(s) of the department which contains the largest number of boycotted products. The department manager will make a written recommendation to the staff who will decide by consensus whether or not to honor a boycott.

The recommendation should include:

- A: Who's calling the boycott and why
- B: List of products we carry that would be affected
- C: Information on availability of alternative products (including price)
- D: Significant difficulties in honoring the boycott
- E: Recommendations of other affected department managers
- F: Exceptions to the recommendation (e.g. "I recommend we honor the boycott of Chinese products except for hemp twine, and here" why."")

The department manager will post a sign informing customers of the staff's decision and reasoning regarding the boycott. If the staff decides to honor a boycott, the M.C. will notify the boycotted company or body of our decision.

The Co-op will not accept bulk orders for items produced by the target of a Co-op honored boycott. Bulk orders for items produced by targets of boycotts which the Co-op has not yet formally chosen to honor will be accepted.
Approved May, 1993

Exhibit H



[Opinion](#) »

How Matisyahu Ban Backfired on BDS Backers

By **J.J. Goldberg**

August 21, 2015 Image: Getty Images

It looked like a big coup for a small-time player when a pro-Palestinian group in Spain's third-largest city, BDS Pais Valencia, managed to convince an international reggae festival to cancel a closing-night performance by the American ex-Hasidic star Matisyahu.

Instead, it blew up in its face. Spanish and international politicians, musicians and newspapers protested what appeared to be blatant anti-Semitism, singling out an American Jewish entertainer, demanding that he — and only he — endorse Palestinian statehood before organizers would let him take the stage, then issuing a humiliating cancellation when he refused. In the end, the festival reversed itself and apologized to Matisyahu. And on Friday morning the festival [announced](#) that Matisyahu had accepted their apology and would appear on the prestigious stage in the beachside resort of Benicassim, 50 miles north of Valencia.

The annual weeklong festival, Rototom Sunsplash, now in its 22nd year, is dedicated to the themes of “peace, equality, human rights and social justice.” It often holds forums and teach-ins on social issues, including the Middle East conflict. The BDS group said Matisyahu's appearance would contravene those principles, because of his support of Israel and Zionism.

Rototom called on Matisyahu to issue a statement recognizing “the right of the Palestinian people to have their own State.” He refused. On August 16 the festival issued [a statement](#) canceling his performance. It catalogued its long years of support for human rights, including Palestinian rights. It protested that “the attacks it has suffered this week” from Palestinian activists were unjustified. And it then knuckled under to those unjustified attacks by canceling Matisyahu's August 22 performance. BDS Pais Valencia was on the map. Or so it thought.



What followed, however, was not a public rallying to the Palestinian cause, but something like the opposite: three days of public protests in Spain and across Europe against what was almost universally seen as straightforward anti-Semitism: punishing an American Jew for the actions of the Jewish state.

Spanish Jewish organizations threatened legal action. The World Jewish Congress issued [a statement](#) calling the cancellation “a clear instance of anti-Semitism, and nothing else.” The organization’s billionaire president, Ronald Lauder, wrote to Spanish prime minister Mariano Rajoy and urged that Spanish authorities have the festival either apologize and re-invite the singer, or repay its public funding.

The government promptly [condemned](#) the cancellation, declared its “rejection of any anti-Semitic action” and hinted that the cancellation might constitute illegal discrimination. The U.S. embassy weighed in.

One popular Spanish entertainer, the Uruguayan-born Jewish singer-songwriter Jorge Drexler, noted in a sardonic [tweet](#) that the festival “doesn’t want a Jew like Matisyahu, but says yes to a homophobe like [Capleton](#),” referring to a Jamaican reggae star known for his anti-gay lyrics who’s on the festival program without a peep from the organizers.

Matisyahu himself, in [a statement](#) on his Facebook page, made his outrage plain: “My music speaks for itself, and I do not insert politics into my music,” he wrote. “...Honestly it was appalling and offensive, that as the one publicly Jewish-American artist scheduled for the festival they were trying to coerce me into political statements. Were any of the other artists scheduled to perform asked to make political statements in order to perform? No artist deserves to be put in such a situation simply to perform his or her art.”

And so, on August 19, the festival did what it does: it bowed again to the pressure, this time from the opposite direction. It apologized to the Jewish community, apologized to Matisyahu and reinstated the invitation.



“Rototom Sunsplash rejects anti-Semitism and any form of discrimination towards the Jewish community; we respect both their culture as religious beliefs and we sincerely apologize for what has occurred,” [it announced](#) on its website.

The World Jewish Congress responded to the reversal with a surprisingly grumpy acknowledgment. “The organizers have done the honorable thing and apologized,” the organization said in [its statement](#). “However, this affair leaves us with a sour taste in our mouths. It was yet another example of how anti-Jewish attitudes, dressed up as vicious and unfair criticism of Israel, are still widespread, and are especially prevalent in a number of far-left global political parties.”

The statement also quoted a joint comment by WJC president Lauder and the president of the Federation of Jewish Communities in Spain. The duo said they “thank the organizers for realizing their mistake and for taking the necessary steps to remedy it. However, lessons must be learned from this affair.” They didn’t specify what the lessons might be.

Here are a few suggestions:

First, if you’re going to swing a big stick in the name of justice, check to make sure the other guy doesn’t have a bigger stick to swing in the name of his version of justice.

Second, get your facts straight before you go public. Case in point: BDS Pais Valencia wasn’t objecting to Matisyahu because he’s Jewish. Like it or not, it had a [detailed list](#) of specific statements and actions by the singer that the pro-Palestinian group found objectionable. One was [a 2007 performance](#) at a fundraiser for Friends of the Israel Defense Forces. Another was [a June 2010 interview](#) with the Jewish Chronicle of London in which he emotionally defended the Israeli naval raid the previous month on a Gaza-bound Turkish flotilla in which nine pro-Palestinian activists were killed. Israel came under substantial international criticism and its actions were condemned by one United Nations inquiry, as the BDS group noted. A [separate, more in-depth U.N. inquiry](#) was considerably less emphatic and was accepted by Israel as fair, but pro-Palestinian activists and sympathizers tend to consider the case — like most of what Israel does — still open.

A third complaint tells you more about the complainers than it does about Matisyahu. He performed this past March in Washington at the annual policy conference of AIPAC, the pro-Israel lobbying organization. BDS Valencia identifies it as “the pro-war, pro-occupation Israel lobbying group.”

The thing is, the AIPAC concert was a shared bill. The other performer was Israeli folk-rocker David Broza, who’s closely identified with Israel’s Peace Now movement and a host of other Israeli-Palestinian peace and coexistence initiatives. AIPAC, it seems, has more room on its stage for a diversity of opinions than BDS Valencia would like the reggae festival to have.

The final complaint against Matisyahu tells you more about the singer’s soul than his politics. The BDS group claims that Matisyahu “has praised Israeli settlers stealing Palestinian land in the occupied West Bank and making the lives of Palestinians a living hell.” As evidence, it links to a [February 2014 blog post](#) that Matisyahu posted to accompany the release of a single, “Hard Way,” from his album “Akedá.” *Akedá* is Hebrew for “The Binding” (of Isaac).

The song, “Hard Way,” ([lyrics](#), [video](#)) is a wrenching meditation on Matisyahu’s painful break with Chabad Hasidism. “... I’m not OK and I cannot stay,” he sings, “when the trees go bare and sky goes gray, when the medicine’s gone and the dog has strayed, when the hurricane hits and there’s no barricades...”

And the refrain that’s repeated throughout the song — and that might be the greatest lesson about the Spanish uproar — he sings: “Who am I to say? I know nothing it seems, until it’s way too late. I’m learning this the hard way.”

The accompanying blog post is a moving narrative of his struggles with drugs and rebellion, his search for meaning, his discovery of Chabad and his realization — after he had already bound himself to the community with a marriage and children — that he found it stifling.

“Palace made of glass, thought that it might last,” he sings. “So afraid of change. Don’t do anything rash. But now I need my sight, more than ever before...”

In the blog post, the one person who comes through as a genuine friend and even savior — he describes him as a teacher and friend, and elsewhere as a spiritual mentor — is an unconventional Hasidic psychotherapist named Ephraim Rosenstein. Here’s how Matisyahu describes Rosenstein in the blog:

“Eventually I met an anti-establishment renegade Russian therapist/original thinker/Chassidic and Kabalistic creative wiz with a heart of gold and no fingers. They were shot off at point-blank range at his home in Hebron, where he lived with his family surrounded by Arabs in a trailer with no locks on the doors and bullet holes in the walls. Fearless and fuckin’ cool as shit! He came to Crown Heights every other week and we started intensive therapy and became close friends. I had found my teacher and friend and I began to heal.”

See? That’s where he “praised Israeli settlers,” according to BDS Valencia. Indeed, it does show tolerance for the settlement project, with perhaps an obliviousness to the political controversy that surrounds it. Does that quote constitute grounds for cancellation? There’s an old saying that silence implies consent, presumably meaning knowing silence. But what about obliviousness? What does that imply?

The Jerusalem Post and Ali Abunimah’s Electronic Intifada both quote — the Post approvingly, Abunimah critically — from a 2012 Cornell Sun interview that’s no longer on the Web, in which Matisyahu apparently said there was no such thing as Palestine until after Israel came into being. That’s ignorant.

Abunimah charges that these incidents indicate that Matisyahu uses his fame to spread his views, and so should be held accountable. That’s a pretty broad judgment call. Some entertainers, like Roger Waters, Ted Nugent and the Indigo Girls, clearly make efforts to use their fame as a tool to spread their opinions. They deliberately tie their art to their politics, even though the politics doesn’t appear within the performance. They’re virtually asking to be judged by what they say off-stage.

At other times, an entertainer might offer a controversial opinion at a random moment that’s so glaring and offends so many people that it can’t be overlooked. In 2011, country music legend Hank Williams Jr. shared an opinion of President Obama on Fox News that got his music yanked from ESPN. A Williams song was the lead-in to the sports network’s weekly Monday Night Football broadcast. Williams told Fox and Friends that Obama playing golf with House Speaker John Boehner was “like Hitler playing golf with Netanyahu.”

The music was immediately replaced on the broadcast. It’s remained off permanently, despite Williams’ subsequent apology. The artist and the art became inseparable in too many minds. If you’re a country fan, you might well think that Williams didn’t deserve the permanent stigma. But Hank himself has acknowledged in the past, with a nod to his famed daddy, that perverse self-immolation is something of a family tradition.

As for Matisyahu’s views, the political ones seem to have been offered rarely, and in response to direct questions by interviewers. The ones he asks to be judged by are the ones he puts out intentionally, in his music. The one that’s essential to our present conversation is the observation that forms the refrain and spine of his stunningly personal confessional in “Hard Way”: “I know nothing, it seems, until it’s way too late. I’m learning this the hard way.” Yup.

His early music included the spiritual messages he absorbed from Chabad. In his newer incarnation, he's sharing the lonely urgency of thinking for oneself. If he goes deeper and learns to question the political assumptions of the Chabad "glass palace" — a palace he fled four years ago — he and others will be enriched. But it won't change the spiritual importance of his music. It's important that he keep on rockin'.

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Written by



J.J. Goldberg

Jonathan Jeremy "J.J." Goldberg is editor-at-large of the Forward, where he served as editor in chief for seven years (2000-2007).

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Exhibit I

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit J

To: The Staff
From: Harry
RE: Boycott, Divest, Sanctions (BDS) of Israeli Products

June 7, 2010

BACKGROUND

We have received a request from membership to boycott Israeli products. This is part of an international movement called Boycott, Divest, and Sanctions (BDS). Here is the history of what has happened so far, written by Sarah for the Merch CAT

Dear OFC Board,

Several of our members, for some time now have requested that the OFC participate in an internationally called boycott against Israel, because of its ongoing human rights abuses. This is a summary of my experience with the members' request as it has bounced into different hands at the coop, and the resulting MCATs recommendation to the board.

The first request for the coop to boycott Israel that we know of came in the FEMS meeting in March 2009 on a suggestion form from a volunteer cashier named Noah. It was an eloquently written request. Diane, David, and Sarah took it on. Diane and Sarah wrote a simplified statement about why the coop should boycott Israel. Then we became stuck, it was an issue of policy mostly, we weren't sure that we, as FEMS, could call a boycott. It became a question of who could, was it the MCAT, a grocery manager, etc? The work got lost, the momentum was gone, it was confusing, as nobody knew what to do, or where it was suppose to go.

Then in November of 09 the boycott policy was clarified and rewritten by the MCAT. In the mean time, several folks from the community were not confused and had not lost momentum. Harry gave Sarah's email address to Rochelle Gause, an OFC member interested in the coop participating in the boycott. They responded back and forth through email and also met in person at her home, with 2 other members. Once again the issue of boycotting Israel was on the agenda at the MCAT meetings. Where it has sat for over a year, unmoving. Some members of the MCAT even found a law that potentially made it illegal for anyone to boycott Israel. We called the government agency, seeking clarification, and it is not illegal for the coop to boycott Israel in the manner we are being requested to. The MCAT itself cannot reach consensus on it. I think there also seems to be some fear in participating in an issue that potentially could cause a great deal contention. There still remains confusion around process, a lack of clarity on whether we the staff have the 'right' to call the boycott.

Proposal: The MCAT requests that the board hold a forum with an outside mediator for the members to speak on the issue. Then hold a member vote, to decide if the coop will participate in the boycott against Israel.

Board Action

The Board reviewed the proposal and the Boycott Policy. A group of 7 members came to the May Board meeting to talk of their support of BDS. The Board had a brief discussion and would like to see the Staff try to consent on the proposal. The Boycott Process calls for boycotts to be approved by Staff consent.

The Board asked Harry to write the proposal and bring it to Staff. If Staff does not consent, the Board will look at the issue again in the July Board meeting.

BOYCOTT PROPOSAL

That we boycott Israeli made products and divest from any investments in Israeli companies. The Co-op would stop carrying the Israeli products (it currently sells) and would not stock new products from Israeli companies. If we have money invested in Israeli companies or bonds, we would terminate those investments. We would refrain from dealing with non-Israeli companies that sell products or services to Israel that are used to violate the human rights of the Palestinians.

The sections of our boycott policy are answered below.

A: Who's calling the boycott and why

(Available online at <http://www.bdsmovement.net/?q=node/52>)

Olympia Food Co-op – Boycott of Israeli Goods

Facts, Origins and Reasons Why

CALLING FOR BOYCOTT

In 2005, 170 organizations from Palestinian civil society called upon the world "to impose broad boycotts and implement divestment initiatives [...] similar to those applied to South Africa in the apartheid era." In light of Israel's ongoing and well documented human rights abuses and violations of international law, combined with our country's unconditional military aid to Israel, the nonviolent tactic of boycott and divestment may be one of the few remaining opportunities for a peaceful end to the occupation of Palestine, and a more hopeful future for Palestinians and Israelis alike. Since it's founding in 1948, Israel has repeatedly violated the Geneva Conventions, and defied over seventy UN resolutions. Israel has ignored the rulings of the International Court of Justice to dismantle its illegal settlements and the apartheid wall around the West Bank.

HUMAN RIGHTS ABUSES

Since 2006, Israel has imposed a total blockade on Gaza, which has resulted in a man-made humanitarian crisis. Only a list of 86 items are allowed in and out. Until recently, clothing and shoes were not allowed in. Mineral water is now allowed, but not fruit juice. The list of arbitrary rules is long, and is imposed indiscriminately on 1.5 million people. Dov Weissglass, a former public face for the Sharon government, explained that "the idea is to put the Palestinians on a diet, but not to make them die of hunger". Israel has been charged with war crimes and crimes against humanity for its 22-day attack on Gaza December '08 – January '09, where hospitals, mosques and schools were bombed and roughly 1300 Palestinians lost their lives. On a daily basis, the rights of 4 million Palestinians are violated. Palestinian land and water is confiscated to make room for illegal settlements; homes, farms and orchards are demolished. People are immobilized and harassed by a web of checkpoints, walls, settler-only roads and closures. Palestinian political leaders are being subjected to targeted assassinations and extrajudicial detentions. All of these atrocities are abundantly documented by well respected human rights organizations such as Amnesty International, Human Rights Watch and B'Tselem (Israel).

WHAT CAN BOYCOTT DO FOR CHANGE?

The call for boycott states that "all forms of international intervention and peace-making have until now failed to convince or force Israel to comply with humanitarian law, to respect fundamental human rights and to end its occupation and oppression of the people of Palestine." Non-violent boycott and divestment tactics have been successful in the past, most notably in South Africa, and the fact that Israel is a small and trade-dependent country, and very concerned about its international reputation, gives this tactic true potential for success where other measures have failed. The idea of a boycott is to send a powerful, non-violent message to Israel that we are bearing witness to the ongoing atrocities. Governments and international institutions have failed to do this, and instead Israel receives \$3 billion a year from the US.

The call for boycott of Israeli goods is an opportunity for the Olympia Food Co-op to continue to live up to its goal to "encourage economic and social justice", adding to a history of participation in important and influential boycotts of the past. Although removing the relatively few Israeli products that the Co-op carries would not in itself be an economic threat to the occupation, the impact of becoming the first US grocery store to adhere to the boycott would be a significant contribution to the growing global movement for justice in Palestine and Israel, and the Co-op would further consolidate its moral standing in the local and global community.

If boycotting South Africa to end apartheid was necessary, then boycotting Israel to end the illegal occupation of Palestine is also necessary. As Nelson Mandela has pointed out, boycott is not a principle, it is a tactic depending upon current circumstances. It is directed against a policy and the institutions which support that policy, and its aim is not to reject, but to bring about change. The campaign will end when Palestinians are finally allowed the rights of freedom and self-determination, when Palestinians inside Israel are given equal civil rights, when there is a just solution for the 5 million Palestinian refugees who wish to return home, and when there is equality, peace and security for all people of the region.

A GROWING MOVEMENT FOR BOYCOTT, DIVESTMENT, SANCTIONS (BDS)

Governments, Unions, Churches, and Organizations around the world have implemented various BDS policies, among those the Canadian Union of Public Employees (Ontario), Canadian Union of Postal Workers, National Assembly of the Church of England, General Assembly of the Presbyterian Church, IMPACT (Ireland's largest public sector and services trade union), Hampshire College (USA), Toronto International Film Festival, TIAA-CREF (one of the largest pension funds in the US), the largest bank and pension fund in Denmark, pension funds in Sweden and Norway, the Brazilian Parliament, the Belgian government, Sor-Trondelag regional council of Norway, Congress of South African Trade Unions, and the British National Union of Journalists. In 2010 alone, Gil Scott-Heron, Santana and Elvis Costello cancelled concerts in Israel to participate in the cultural boycott.

PROMINENT SUPPORTERS

Many well known individuals around the world have spoken out in support of boycott. These are some examples:

"It's time. Long past time. The best strategy to end the increasingly bloody occupation is for Israel to become the target of the kind of global movement that put an end to apartheid in South Africa."

Naomi Klein

"Divestment from apartheid South Africa was fought by ordinary people at the grassroots. Faith-based leaders informed their followers, union members pressured their companies' stockholders and consumers questioned their store owners... If apartheid ended, so can the occupation, but the moral force and international pressure will have to be just as determined."
Desmond Tutu, South African Archbishop

B: How to contact them

The steering committee of the Palestinian BDS National Committee can be reached through their website at <http://www.bdsmovement.net/?q=contact>

C: List of products we carry that would be affected

Some Energy Gluten free crackers and some Gluten Free Ice Cream cones.
Also... Peace Oil

There may be other items but I have not been able to identify any more. If you know of more items, please let me know.

D: Information on availability of alternative products (including price)

No alternative on the ice cream cones. Options on the crackers

E: Significant difficulties in honoring the boycott

It is controversial and has involved strong opposition. Both Davis Food Co-op and Madison Market in Seattle (the old Central Food Co-op) have considered and rejected the boycott as they have faced local and national opposition. The difficulties in honoring this boycott will be that the membership is likely to be split and feel very strongly about their position.

F: Recommendations of other affected department managers

Joel, Teresa, and Martha order these products currently. None of them recommend that we boycott but all say they will honor it if passed.

G: Exceptions to the recommendation

I recommend that we exempt Peace Oil. It is produced by Israeli's and Palestinian's together to promote a peaceful solution to the occupation. This exception is acceptable to our local BDS group

H: What will end the boycott.

As outlined in the Palestinian Call for Boycott, the boycott will end when the following

1. Ending its occupation and colonization of all Arab lands and dismantling the Wall;
2. Recognizing the fundamental rights of the Arab-Palestinian citizens of Israel to full equality; and
3. Respecting, protecting and promoting the rights of Palestinian refugees to return to their homes and properties as stipulated in UN resolution 194.

Exhibit K

IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON
IN AND FOR THE COUNTY OF THURSTON

KENT L. and LINDA DAVIS, JEFFREY
and SUSAN TRININ; and SUSAN
MAYER, derivatively on behalf
of OLYMPIA FOOD COOPERATIVE,

Plaintiffs,

vs.

No. 11-2-01925-7

GRACE COX; ROCHELLE GAUSE; ERIN
GENIA; T.J. JOHNSON; JAYNE
KASZYNSKI; JACKIE KRZYZEK;
JESSICA LAING; RON LAVIGNE; HARRY
LEVINE; ERIC MAPES; JOHN NASON;
JOHN REGAN; ROB RICHARDS; SUZANNE
SHAFER; JULIA SOKOLOFF; and
JOELLEN REINECK WILHELM,

Defendants.

ORAL OPINION OF THE COURT

BE IT REMEMBERED that on the 27th day of February, 2012,
the above-entitled and numbered cause came on for hearing
before the Honorable Thomas McPhee, Judge, Thurston County
Superior Court, Olympia, Washington.

Kathryn A. Beehler, CCR No. 2448
Certified Realtime Reporter
Thurston County Superior Court
2000 Lakeridge Drive S.W.
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(360) 754-4370

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1 February 27, 2012

Olympia, Washington

2 MORNING SESSION

3 Department 2

Hon. Thomas McPhee, Presiding

4 Kathryn A. Beehler, Official Reporter

5 --o0o--

6 THE COURT: Please be seated. Good morning,
7 ladies and gentlemen. Welcome back to Superior
8 Court. I am disappointed that we could not be in the
9 larger courtroom to accommodate more people this
10 morning, but there was what appears to be a long and
11 contentious criminal case starting today. Hearings
12 began there at 8:30 this morning, and later in the
13 morning, and very probably before we are concluded
14 here, a large body of prospective jurors will come in
15 and occupy that room as they begin the process of
16 jury selection. So we are stuck here with a smaller
17 courtroom, which apparently does not accommodate
18 everyone. And for that our apologies.

19 Before I begin this morning with my opinion, I
20 have a couple of questions, one for each lawyer.
21 Mr. Sulkin, I'll begin with you. In your brief
22 arguing the issues raised on the constitutionality of
23 the statute, you refer to the evidence limitation
24 that's contained in the statute both as an issue of
25 burden of proof, measure of damages, and burden of

1 it can, and does in this case, mean the unanimous
2 consent among decision-makers. Here, unanimity is
3 not the issue.

4 It is undisputed that there was no consensus among
5 the staff in addressing this Boycott and Divestment
6 Resolution. And we know that while the bylaws do not

7 require consensus for the staff to act, the Boycott
8 Policy certainly does. But we know that they didn't
9 reach consensus there. We know that the Board did
10 reach consensus. There is no dispute about that.

11 The issue is, Did the Board have authority to make
12 a decision, to pass, or to use the language of the
13 Co-op, to "consent to" the Boycott and Divestment
14 Resolution of July 15, 2010. In the words of the
15 statute, was the Board's conduct lawful. And whether
16 they acted with consensus or not is not material to
17 that issue, because there is no dispute they did act
18 with consensus towards that issue.

19 Next we deal with the key issue here, and that is
20 what is the authority of the Board to act in this
21 matter. As a matter of law, the Olympia Food Co-op
22 was organized as a nonprofit corporation and remains
23 a nonprofit corporation under the law. Under our
24 law, the governance documents of the Co-op are its
25 articles of incorporation and bylaws. Under our

1 law, "The affairs of a corporation shall be managed
2 by a board of directors."

3 The Co-op's governance documents, the bylaws,
4 repeat the statute, "The affairs of the cooperative
5 shall be managed by a Board of Directors."

6 It is equally clear that under our law a board of
7 directors of a nonprofit corporation may delegate
8 some of its powers. In this case the Co-op's Board
9 has done so with respect to the Boycott Policy. The
10 Boycott Policy, consented to by the Board in 1993,
11 has its operative language in paragraph 5 where the
12 policy declares, "The Department manager will make a
13 written recommendation to the staff who will decide
14 by census whether or not to honor a boycott."

15 The policy is silent about the consequences of
16 staff failing to reach consensus to either honor the
17 boycott or to not honor the boycott.

18 Plaintiffs contend that where the staff does not
19 reach consensus to honor a boycott, the matter simply
20 ends, and the boycott is not honored. Plaintiffs
21 contend that the delegation in the Boycott Policy is
22 a complete delegation of that power and that the
23 Board did not retain any power to decide boycott
24 requests, even where consensus was not reached by the
25 staff one way or the other.

1 The Boycott Policy does not explicitly support
2 these contentions. It speaks to consensus one way or
3 the other but not the failure to reach consensus.
4 For the plaintiffs, the Boycott Policy is at best
5 ambiguous about failing to reach consensus. To
6 explain the intent of the Board in 1993 regarding
7 this issue, plaintiffs offer the identical
8 declarations of two Board members at the time, to the
9 effect that "authority to recognize boycotts would
10 reside with the Co-op staff, not the Board."

11 Whatever the standard for weighing evidence in a
12 motion such as this, the evidence must be evidence
13 admissible under the rules of evidence in case law.
14 The statements of the two declarants are inadmissible
15 as expressions of their subjective intents at the
16 time the policy was enacted. As statements of intent
17 of the Board, they are inadmissible as hearsay.

18 The only objective evidence specifically relating
19 to this issue is in the Board minutes from July 28,
20 1992, almost a year before the policy was finally
21 adopted. The formal proposal there is stated as,
22 "If a boycott is to be called, it should be done by
23 consensus of the staff."

24 Consideration of the entire section of the minutes
25 relating to boycotts from this meeting shows that the

1 focus is on resolving, by policy, whether individual
2 managers or the staff would decide boycott requests.
3 And in the minutes, just above the formal proposal is
4 the statement, "BOD," or board of directors, "can
5 discuss if they take issue with a particular
6 decision."

7 The enumerated powers of the Board contained in
8 the bylaws includes, at No. 16, "Resolve
9 organizational conflicts after all other avenues of
10 resolution have been exhausted."

11 Plaintiffs have offered no evidence that the Board
12 exempted boycott matters from this power, certainly
13 not evidence that could be considered clear and
14 convincing.

15 The next argument that the plaintiffs make is on
16 the issue of nationally recognized boycott. The
17 plaintiffs make three contentions in this regard.
18 First, plaintiffs contend that if the Board did have
19 the power to resolve the deadlock on the boycott, the
20 Boycott and Divestment Resolution of July 15, 2010,
21 was unlawful because the Board failed to determine
22 that the matter was a nationally recognized boycott.

23 In the first of three arguments, they argue that
24 the Boycott and Divestment Resolution does not
25 reflect a national boycott. Their evidence is not

1 sufficient to meet the clear and convincing standard,
2 nor is it sufficient to even create a material issue
3 of fact. I will be more direct in this regard. The
4 evidence clearly shows that the Israel boycott and
5 divestment movement is a national movement. It is
6 clearly more than a boycott. It is a divestment
7 movement, as well.

8 The question of its national scope is not
9 determined by the degree of acceptance. There
10 appears to be very limited acceptance, at least in
11 the United States. Further, in arguing that the
12 movement has achieved little success, plaintiffs
13 offer examples that demonstrate the national scope of
14 the issue. Plaintiffs argue that the movement has
15 not penetrated the retail grocery business, but that
16 does not determine national scope. The assistance to
17 each side here from national organizations organized
18 to support or oppose the movement demonstrates its
19 national scope.

20 Next plaintiffs contend that even if the movement
21 is national in scope, the Board did not address that
22 issue in its resolution of June 15, 2010. The only
23 evidence offered is that the staff, in its
24 discussion, never reached that aspect of the
25 proposal. This contention is refuted by documentary

1 evidence that is clear contravention of the
2 plaintiffs' contention.

3 The minutes of the Board meeting of May 20, 2010,
4 show that a presentation was made to the Board
5 regarding the boycott proposal that included
6 presentation of, "The nationally and internationally
7 recognized boycott." I'm quoting there from the
8 minutes of the meeting.

9 At the meeting the Board decided to resubmit the
10 matter to staff with the direction to Harry Levine
11 to "write a Boycott Proposal following the outlined
12 process." I construe "outlined process" to mean the
13 process outlined in the Boycott Policy, because that
14 is the format that Mr. Levine followed. In his
15 lengthy paper dated June 7, 2010, Mr. Levine included
16 a section entitled "A growing movement for Boycott,
17 Divestment, Sanctions (BDS)," and following that
18 section a section entitled "Prominent Supporters."

19 The minutes of the Board meeting of July 15, 2010,
20 state that Harry shared with the group the summary of
21 staff feedback and the process therein arising out of
22 the submission to staff. This record clearly
23 reflects that the scope of the movement or boycott
24 was addressed; plaintiffs offer only vague rebuttal,
25 not clear and convincing evidence.

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in recess.

(Conclusion of the February 27, 2012 Proceedings.)

SUPERIOR COURT OF THE STATE OF WASHINGTON
IN AND FOR THE COUNTY OF THURSTON

Department No. 2

Hon. Wm. Thomas McPhee, Judge

Kent and Linda Davis, et al.,)

Plaintiffs,)

vs.)

Grace Cox, et al.,)

Defendants.)

No. 11-2-01925-7
REPORTER'S CERTIFICATE

STATE OF WASHINGTON)
COUNTY OF THURSTON) ss

I, Kathryn A. Beehler, Official Reporter of the Superior Court of the State of Washington, in and for the county of Thurston, do hereby certify:

That the foregoing pages, 1 through 36, inclusive, comprise a true and correct transcript of the proceedings held in the above-entitled matter, as designated by Counsel to be included in the transcript, reported by me on the 27th day of February, 2012.

Kathryn A. Beehler, Reporter
C.C.R. No. 2248

Exhibit L

OLYMPIA FOOD CO-OP PERSONNEL POLICY

Updated Sept 2010

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The Personnel Policy is designed to document the agreements between the Co-op and its' employees.

DEFINITION OF TERMS

Staff Member Any salaried working member of the Co-op hired by the Board of Directors (BOD). Full time staff work 30 or more hours per week.

Temporary or Contract Workers: Refers to a worker who is hired for a specific purpose for a definite or indefinite period of time. The Staff Collective may hire contract workers for store operations projects only, such as carpenters, floor cleaners, or electricians. The BOD must authorize all other contract worker hiring, such as, marketing consultant, newsletter editor, etc. A newsletter editor may hire contract workers with BOD approval.

WORK FORCE STRUCTURE

Staff Structure

The staff members operate as a collective and are responsible for coordinating the store's operations. Staff meet on average twice a month to share information and coordinate operations. **All full Staff decisions are made by consensus of the group.** Part time staff members (less than 30 hours/week) are members of the staff collective. Because of part time staff's lack of exposure to the store on a daily basis, it is their special responsibility to make an extra effort to communicate with the coordinators and department managers about recent events in the store.

Staff Decision Making

1. *Staff Meetings* Meets bi-monthly to consider proposals, discuss operational issues, and conduct evaluations. All issue that require decisions are made by consensus of all staff members present. There is training in consensus decision making process and procedures for all Staff.
2. *Individual Staff Decision Making* Staff responsibilities and individual decision-making areas are defined by job descriptions. The complete set of Job Descriptions covers responsibilities for all areas of store operation. Each staff member has at least 1 job description, though most have 3-4. Staff agree to job descriptions through coordination and negotiation with the Personnel Coordinators and approval by the collective. Any decision made by individual staff based on job description is subject to reversal by the collective as a whole. Full job descriptions are located on Staff Pages.

Individual Staff Responsibilities

1. Perform all work in accordance with the letter and spirit of Co-op written policy and By-laws.
2. Maintain the spirit of cooperative endeavor. Show respect for every other worker, and all members and nonmembers.
3. Maintain a dedication to cooperative effort and consensus beyond individual achievement, and acknowledge the validity and worth of individual commitment and effort.
4. Actively promote an atmosphere of openness. Be willing to share knowledge and skills with other staff, volunteer working members, and shoppers; maintain a sense of mutual trust and cooperation in dealing with others.
5. Maintain an overall awareness of the emotional and physical well being of the workers and when problems arise take action to resolve them.
6. Serve as an active member of the staff.
7. Make decisions within a job description and accept responsibility for those decisions and their consequences; implement the decisions made by the team through due process; implement BOD decisions.
8. Coordinate the work of others when appropriate.
9. Communicate in a timely, accurate, and thorough manner with other staff, volunteer workers, BOD, and shoppers as appropriate.
10. Participate in the evaluation/self-evaluation of each staff member.
11. Keep volunteer workers up to date about issues relevant to them. Be responsible for providing feedback about volunteers the volunteer coordinators.
12. Assume an equal responsibility for extra work.

Collective Responsibility of Staff

1. Acquire the skills necessary to perform all staff functions.
2. Fulfill all responsibilities assigned to the staff collectively.
3. Represent the staff to the general membership and member committees.
4. Provide staff representation to the BOD.

Goals of Staff as Workers

The staff collective recognizes our responsibility to the member-owners and BOD to create a viable business based on cooperative principles and to create an atmosphere that is friendly and open to everyone. We also recognize our responsibility to ourselves as workers at the Co-op to create a situation that enhances our abilities to perform our jobs. This not only includes labor efficiencies, but also includes conditions that better the quality of our working lives. Therefore, the staff will strive to:

1. Provide safe and good working conditions.
2. Attain a shortening of the work week while maintaining a livable wage.
3. Support the rights of other workers to organize and to demand better working conditions and pay.
4. Encourage other forms of collective decision making organizations.
5. Actively represent our alternative work situation.

HIRING

In accordance with our by-laws and Washington State Law, the BOD has the ultimate responsibility for hiring. The BOD carries out this responsibility by authorizing positions to be filled, approving and overseeing the hiring process, monitoring for fair hiring practices, approving job descriptions, and giving final approval to the Standing Hiring Committee's recommendations. See the Hiring Handbook on Staff Pages.

NEW STAFF TRAINING

Employment Trial Period

The first 6 months of employment are a trial period. New employees will receive training in the various skills that are part of the job and will gradually assume full responsibility for their staff work. During the trial period the new employee will not participate in consensus decision making. They may participate fully in discussions. After they have been accepted onto the collective, the new employee will be able to consent, stand aside, or block decisions made by the collective.

At the end of the trial period the new employee will have an evaluation to determine if they will be accepted onto the collective. If the new employee is not accepted onto the collective and their trial period is extended, they will not participate in consensus decision making until their probationary status is lifted.

New employees are evaluated approximately 3 months into the trail period to identify strengths and problem areas. The ET Cat will conduct the 3 month evaluation in an interview with the new employee with input from staff. If problems are serious, the evaluation will identify criteria for

continued employment. At the end of the trial period, new employees will receive another evaluation according to those criteria.

During the trial period, employment may be terminated immediately by the BOD, staff, or the new employee. The termination decision can be made by consensus of the BOD, or consensus of the staff. The new employee can appeal this decision to the BOD but will not be paid during an appeal process. Following the trial period, termination is a more formal process. (Page 16: Termination)

The Personnel Committee may help mediate problems at the request of either staff or the employee. The staff has a commitment to help new employees learn the work by providing formal training, encouragement, support, and feedback throughout the trial period.

Training New Staff

New employees will receive starting wages and full benefits as soon as the training period begins. New staff will receive work schedules, timelines, and a list of tasks to learn and at least 40 hours of training. All staff are responsible for training of new staff with primary responsibility delegated to the ET Cat.

PAY SCALE AND HOURS TRACKING

Staff Salaries

Staff determines and agrees upon a pay scale that must not exceed the yearly labor budget. The labor budget is subject to BOD approval. Differentiation in hourly wage is based on seniority alone and is available on Staff Pages.

Monthly pay is a salary based on a weekly hours allotment negotiated with the Personnel Coordinator according to job description and personal needs. Salary is: the # of hours/week X hourly wage X 4.33 (average number of weeks per month). Staff members have the option to be paid once or twice a month. The decision to be paid once or twice a month is negotiated on an annual basis and can be changed one time during the year.

Staff may request to be paid on an hourly basis. These requests shall be treated as unpaid leave (Page 9). Any request for hourly pay should include an hours ceiling for that period of time equivalent to the % of the month worked X weekly hours allotment.

Comp Time

If staff members work more or less than their allotted monthly hours, they accrue positive or negative compensation (comp) time up to 20 hours. Monthly allotments are determined by: the number of days in the month - divided by 7 (days in the week) - times the weekly hours allotment. Comp time accrues for the duration of employment. The intent of comp time is to allow for the

fluctuation inherent in management work. The only way to use comp time is by not working management hours and not having another person work them for you.

Positive comp time can be used in the following ways:

1. By working less than one's monthly hour allotment until comp time is used up (job description adjustments can be negotiated with the Scheduling CAT).
2. Using comp time while on vacation.
3. Receiving compensation for the comp time when leaving the job.

Consistent accrual of comp time (3 consecutive months) shall be reviewed by the Personnel Coordinator and action may be taken to:

1. Increase the hours allotted to the staff member.
2. Reduce duties.
3. Complete duties more efficiently.

Consistent accrual of negative comp time (3 consecutive months) shall be reviewed by the Personnel Coordinator and action may be taken to:

1. Renegotiate job duties and hours required to meet them.
2. Cut the hours allotment.

If negative comp hours exceed 20:

1. the staff person will not receive extra pay hours.
2. The Personnel Coordinator will negotiate a specific schedule to erase the negative comp hours. This can be achieved through an hours allotment cut or through working over the allotment until comp time is made up.

Extra Pay

Staff may choose extra pay for the work listed below. If Staff choose extra pay they will be paid at their current hourly rate. They will receive the extra pay in the end of the month paycheck. Staff will accrue vacation and sick hours for extra pay work. A staff person may not claim hours for extra pay if their over/under time is more than negative 20.

1. Assigned extra shifts, lane settlements, bank runs and inter-store transfers.
2. Inventory work, (counting on that day only).

3. Any work offered by the Beeper person. This includes shifts, management, emergency coverage, etc.
4. Attendance at the staff person's own small group evaluation (see Evaluation System document on Staff Pages).

Overtime

All Staff members are Salaried Managers and must cover all necessary work requirements and emergencies. As a result, there may be some weeks that Staff members work more than 40 hours.

If Staff members are being paid hourly for extra shifts and they exceed 40 hours per week, they shall be paid at their salaried hourly rate.

Bonuses

The full Staff receives an annual bonus equal to 24% of profits, not to exceed \$45,000 based on profit accrued from the start of the 3rd quarter to the end of the 2nd quarter the following year. The individual Staff member shall receive a pro-rated amount of the total Staff bonus, based on hours worked during the bonus period. Bonuses are distributed after the second quarter.

Breaks

Staff receive 10 minutes of paid break for each 4 hours worked. The break can be scheduled or be used intermittently throughout the 4 hours when the Staff member conducts personal business.

Staff receive an unpaid half hour lunch or dinner break for each shift that is 5 hours or longer.

On Call

Each staff person is responsible for participation in the beeper system as coordinated by the collective. See Beeper Policies and Procedures on Staff Pages.

Emergency is defined as some unexpected event or sickness, within 24 hours of the shift that prevents staff or cashier from working a shift or management duties that are time restricted. For more specific information regarding beeper responsibilities see information on Staff Pages.

The staff beeper person is also responsible as contact and coordinator for any emergencies involving Co-op people and/or property. This includes accidents, fires, power loss, vandalism/robbery, etc. Review the "Who Are You Gonna Call" document from the Facilities Cat.

Leaves of Absence and Unpaid Vacation Requests

A leave of absence is any pre-arranged absence, paid or unpaid, from normal job responsibilities which lasts more than two calendar weeks from the first missed shift or job assignment. Vacation or leave requests for a month or less will be handled by the staff and the Personnel Coordinator.

Staff members are eligible for unpaid leave of absence of one year maximum if the staff member has been employed by the Oly Food Co-op for at least one continuous year. Staff who have worked more than six months but less than one year are eligible for unpaid leave of absence equal to the length of time they have been employed.

Leave requests for more than one month are due in writing to both staff and Personnel 6 weeks before the desired starting date (more time is preferable). The leave request, either paid or unpaid, must include:

1. reason for the request
2. length of time requested with specific departure & return dates
3. if the leave is training related how it would benefit the Co-op
4. possible points of compromise
5. a plan to cover regular duties during the absence
6. if pay is requested during leave, a breakdown of types of hours to be used

The staff and Personnel will consider the application for unpaid leave using the following criteria:

1. feasibility of leave within the current staffing plan
2. levels of experience within the staff
3. plan for covering job responsibilities
4. additional cost of training a replacement
5. benefit costs
6. benefits of the Co-op holding your position on staff
7. returning staff's commitment to the Co-op

If the leave request exceeds 1 month, the seniority standing of the Staff person shall remain frozen until they resume working.

The final agreement will be documented in writing and kept in the employee's personnel file. The Personnel Coordinator is responsible for monitoring the leave agreements. Staff on unpaid leave have the option of continuing their medical benefits at their own expense. Maternity/paternity leave covered on page 13. Staff members may be considered for unpaid leave in emergency situations at the discretion of the Staff.

Paid Holidays

The Co-op is scheduled to be open every day of the year except New Years Day. The Co-op will be

closed on New Year's Day so that the staff may do the annual year end inventory. The staff may choose to close the store as needed to accomplish major physical improvements or for staff development. Staff may also choose to limit store hours as needed for quarterly inventory, volunteer recognition, and as staffing and business dictate on certain major "holidays". Each staff person is allotted an additional 10 hours of vacation time per year as a compensation for the fact that there are no holiday closures.

The staff may choose to close the store as needed to accomplish major physical improvements or for staff development. Staff may also choose to limit hours as needed for quarterly inventory, volunteer recognition, and as staffing and business dictate on certain major "holidays".

When a staff person is allotted salaried hours for tasks that can't be performed due to bank, distributor, or Co-op closure, the staff person will be paid their regular salary, and the hours should be claimed as usual.

BENEFITS

Sick Leave

The intent of the sick leave benefit is to provide compensation to the staff person who is unable to work due to illness or emergency.

It is expected that staff members will use sick leave in an appropriate and legitimate manner. Since the usage of sick leave is usually an unplanned absence, it has an immediate impact on the rest of the collective who must cover the work responsibilities. Staff members will be responsible for giving feedback to each other regarding the usage of sick leave.

Staff members accrue one hour sick leave for each 18.5 hours worked. The Co-op does not reimburse the employee for unused sick leave. Staff members may accrue a maximum of 7 weeks of sick leave. The 7 week amount will be determined based on average number of hours worked over the previous six months. If a staff person is allotted 35 hours per week and their average hours worked over the previous 6 months is 40 hours per week, they may accumulate up to 280 sick leave hours.

All sick leave hours accumulated over the sick leave cap are automatically donated to the Emergency Leave Fund (see page 11).

Staff members may use sick leave to cover time spent dealing with family illnesses or emergencies. Any prolonged or unusual circumstances should be reported to a personnel coordinator as soon as possible. The Staff member may request assistance from the Personnel Coordinator(s) to coordinate coverage of job responsibilities and to communicate with staff about the coverage during the staff person's absence from work.

Within the first two weeks of sick leave, a staff member may claim sick hours for work within their job description, pre approved special project hours or extra scheduled shifts (SASSY shifts). If the staff member is sick for longer than 2 weeks, she/he may claim sick hours up to a maximum of her/his weekly average for the previous 3 full months. If she/he has averaged 33 hours/wk then

that's how many she/he can claim for all weeks of illness after the first 2 weeks.

Extra Pay Sick Leave claimed for Sassy shifts, work group or cat meetings missed (due to illness) shall count towards determining premium deduction up to averaged number of extra weekly worked hours during the previous 3 months. This includes ma/paternity leave.

Emergency Leave Fund

Staff members may contribute sick leave hours to an emergency leave fund. The fund exists to aid staff who by extended illness or injury have used up their sick leave, and their lost work hours are not covered by L & I insurance.

Staff must request use of the fund in writing. All decisions of fund use must be consented upon by the collective. New staff must be employed for at least 6 months before having access to the fund.

The Emergency Leave Fund is intended to cover illness or injuries to staff people. Requests for access to this fund to cover other types of emergency leave must be approved for special exception by consent of the collective.

If a collective member is using Emergency Leave Fund Hours (ELF) these hours are not applicable to offset premium deduction.

Vacation Leave

Vacation is defined as salaried time off for a period of 3 or more consecutive days in a Staff persons schedule span (Sun-Thurs or Tues-Sat). If your scheduled and flex days are Sun-Thurs and you plan to be unavailable on Thursday, Sunday, and Monday consecutively, that is a vacation. For vacations longer than 2 weeks, see Leave of Absence, page 9.

Vacation hours accrue at the rate of one paid hour per twenty four hours worked (first year); one paid hour per sixteen hours worked (second and third year); one hour per twelve hours (fourth through ninth year); and one hour per ten hours worked thereafter. Vacation hours may be used after six months continuous employment at the Co-op. Vacation time is cumulative with no limit and can be claimed upon leaving the Co-op.

During vacation, a collective member may claim extra pay vacation leave up to their average number of weekly worked hours during the previous 3 months. (Thus, if the weekly allotment and extra pay vacation hours exceed 30 per week averaged over the month, there shall be no premium deduction.)

Scheduling CAT will oversee the vacation calendar, but all staff have the responsibility for keeping it accurate and up-to-date. In order to avoid conflicts, staff should list their vacations as soon as possible and should take into consideration the following criteria:

1. Staff having complementary skills should not take vacation leave at the same time (i.e. all bookkeepers shouldn't leave at the same time).
2. No more than 20% of staff may be on vacation during the same one week period.
3. Hours for conferences and training should not come from vacation pay. If a vacation is taken in conjunction with attending a conference or training, that part of the time which is actually vacation should be recorded as such. Hours given for conferences etc. must be approved by the ET Cat prior to attending the event.

All staff have the responsibility for setting the vacation schedule.

Refer to the vacation guidelines "So You Wanna Take a Vacation" if a conflict arises over requested vacation times (too many staff requesting the same time). Exceptions to this policy may be made by consensus of the collective.

Medical and Dental Benefits

A Co-op Group Health Insurance and Dental Plan will be available for all staff. Staff members who work under 30 hours/wk may be eligible to join the Co-op plan based on current plan requirements. The collective chooses the Plan and must negotiate the full benefits and wage package with the Board of Directors. Please refer to the current health plan for details on policies and procedures.

Staff are eligible for fully paid benefits from the group plan purchased by the Co-op if they work 30 hours or more per month. Part-time staff (less than 30 hrs/wk) are eligible for pro-rated premium benefits based on hours worked as a percentage of full time work. The remainder of the premium will be deducted automatically from wages. If the part-time worker is not eligible for the group plan (based by plan requirements), they may apply the amount of premium the Co-op would have paid towards the plan of their choosing. An adjustment will be added at the end of the year based on the staff person's yearly average of hours worked per week and pro-rated to full time. Staff who have worked at the co-op for 20 or more years are eligible for full coverage of their premiums if they work an average of 20 or more hours a week.

All full-time and part-time Staff members are eligible for full or pro-rated premiums (the premium amount is equal to the full cost of the official Co-op medical and dental plan). Contract workers, or temporary workers may negotiate to receive health benefits.

Staff members have the following options with dispersal of premiums:

1. Full or pro-rated payment for the official Co-op Health Plan (there may be minor employee co-pay of premium if the chosen Plan requires such).
2. Direct payment of eligible premium amount to the health plan of the employees choice, if this is allowed under the co-op's current health plan.

Flex Plan

You can determine any amount of money that you want deducted pre-tax from your pay that will fund your flex account. Then, when you have any medical or dependent care out of pocket expenses, you will get reimbursed from your flex account. The benefit to you is that you get to use your money before taxes for these expenses.

Medical and Dental Coverage for Dependent Children of Employees

The Co-op will pay the full cost of medical and dental insurance premiums for eligible dependent children of Co-op full-time staff members and pro-rated portions of the cost of eligible dependents for part-time staff members. This benefit is available for those full-time and part-time staff members who desire this coverage for their eligible dependents. The Co-op will not make cash reimbursements in lieu of medical or dental premiums.

Dependent children must meet the eligibility conditions as defined by the current health plan to qualify for this coverage.

Staff must notify the Personnel Coordinator within one week when their dependent's status changes.

Purchase Discounts

Each staff member may receive 20% discount on all Co-op purchases (retail price - before discount). Bookkeepers are responsible for monitoring this system. See Staff Discounts and Charge Account Procedures and Guidelines on Staff Pages.

Charge Accounts

1. **Who may charge:** Any new Staff member may establish a charge account immediately after their first date of employment. Staff people may authorize others to charge on their account using procedures established by the bookkeepers.
2. **Charge Limits:** Staff may maintain a combined charge balance no greater than \$600 at any time. Amounts exceeding the limit must be arranged in advance; otherwise the excess will be deducted from the staff person's next paycheck.
3. **Termination of Employment:** Any outstanding balances will be deducted from the Staff person's final paycheck.
4. **Payment Terms:** Staff must pay the previous month's balance by the 10th of each month. The Bookkeepers will monitor this process.

Conferences and Training

Each year, the Conferences and Training line item of the annual budget contains funds available for staff education. Expenditures may be made for classes, workshops, conferences, materials, travel, and related expenses. Staff may make proposals for use of these funds, in writing, to the ET Cat. Criteria for approval are:

1. The class or workshop must advance the purposes of the Co-op as stated in the bylaws, goals and mission statement, and provide knowledge for direct application.
2. Individual must complete the class or workshop or reimburse the Co-op.
3. Individuals should present reports to the staff and/or the BOD upon completion of the work.

Maternity/Paternity Leave

1. Staff may use sick and vacation leave or unpaid leave up to 12 weeks without collective approval.
2. Staff who wish to take leave for longer than 12 weeks must follow procedures as outlined by the appropriate section of the Personnel Policy whether it be vacation, unpaid leave, sabbatical, etc.
3. Maternity/Paternity Leave is available for adoption.
4. A plan for job coverage and benefit usage must be submitted to the Personnel coordinator(s) no less than 3 months in advance of the planned leave.

Exceptions to this policy may be determined through staff consensus of both collectives.

Retirement Plan

Co-op Staff who are eligible may participate in the Co-op's retirement plan. In order to be eligible a staff person must:

1. Have been employed a minimum of six months and have attained full collective status.
2. Earn from the Co-op a minimum of \$5,000.00 per year.

If a staff person meets the above requirements they can choose to defer their salary up to the maximum allowable amount per year for contributions to their Individual Retirement Account, (IRA). The Co-op will match contributions up to 3% of the staff person's gross salary. Salary deferrals will be made monthly on the last day of the month. An employee may change their deferral amount on a quarterly basis by attaching a note to their time sheet in January, April, July, or October.

It costs each participant \$15 per year and there are transaction charges based on what one invests in. If you take money from your IRA before you are 59.5, there is a 10% penalty plus applicable taxes. After age 69.5, the staff person must begin to make withdrawals, there is no penalty on the withdrawals but taxes will be paid at that time.

STAFF EVALUATIONS

New staff will be evaluated by the ET Cat at 6 weeks and 3 months. The ET CAT will solicit feedback and information from other staff for the evaluations. New staff will be evaluated by the full staff at 6 months and 1 year.

After one full year on the Staff Collective each staff person will be scheduled for an evaluation once a year. The ET CAT will coordinate and conduct the evaluations. See the Evaluation Process on Staff Pages for complete details.

The evaluation process includes ways to identify specific areas for improvement and ways to monitor and measure progress. An evaluation form exists to help staff members think constructively about their own and others work performance. The process includes a self evaluation.

A summary of significant points and overall performance, compiled by the ET Cat will be kept in the personnel files to be used as a reference tool. The Personnel Coordinator will give a summary report of evaluations to the Personnel Committee. In addition to the staff evaluation, the Personnel Coordinators will also be evaluated annually by the Personnel Committee.

HARASSMENT

The Staff of the Co-op believes that it is everyone's right to work in an environment free from harassment and discrimination.

Acts of harassment include unwelcome behavior, in acts or words that is based on race, creed, color, national origin, sex, marital status, age (40 plus), religion, sexual orientation, gender identity, disability, size, HIV/AIDS status, hepatitis C status, military status and other protected categories. Harassment can take many forms. One example of a kind of harassment is sexual harassment. Sexual harassment may include but is not limited to the following: explicit sexual propositions, sexual innuendo, suggestive comments, sexually oriented "kidding" or "teasing", jokes about gender specific traits, obscene language or gestures, displays of obscene pictures or printed material, and physical conduct such as patting, pinching, or brushing against another's body.

The Co-op will not tolerate harassing conduct that affects job status or benefits, that interferes with an individual's work performance, or that creates an intimidating, hostile, or offensive working environment.

If a staff person believes they have experienced or witnessed acts of harassment in their work at the Co-op, they are encouraged and expected to immediately report the situation to the Personnel Coordinator or another member of the Personnel Committee, (whomever they feel most comfortable approaching). To the fullest practical extent, the Co-op will honor the confidentiality of the claimants. The Co-op expressly prohibits retaliation against anyone who has reported harassment.

The Personnel Coordinator and/or the Personnel Committee will investigate all complaints of harassment promptly and thoroughly. Please refer to the Conflict of Interest Guidelines located on Staff Pages. In its investigations, the committee will take into account cultural and social issues as they pertain to the allegation of harassment. Investigations will include interviews with the parties

directly involved and if necessary anyone who may have knowledge of the alleged harassment.

If an investigation confirms that harassment has occurred, The Personnel Committee or the Board of Directors will be asked to mediate and either resolve the conflict by strict and measurable agreements between the staff member in question and the Co-op, or termination proceedings may be initiated. (See Termination, page 16). The investigating body will determine what, if anything, will be put in individual personnel files.

TERMINATION OR REDUCTION OF EMPLOYMENT

Involuntary Termination (firing)

The BOD has the ultimate responsibility for terminating Staff employment. If a conflict arises within the Staff over quality or quantity of work done by a staff person, and that conflict cannot be resolved within the Staff, the Personnel Committee or the BOD will be asked to mediate and either resolve the conflict by strict and measurable agreements between Staff involved or by terminating the employment of the Staff person in question. Staff will be given at least 2 weeks notice of termination unless immediate termination is deemed necessary.

1. Immediate Termination:

Serious misconduct which is repeated and/or denied may be grounds for immediate termination. Serious misconduct is defined as actions or statements which threaten the safety and well being of the Co-op and/or the individuals who work and shop here. This is not necessarily about quality or quantity of work and may include any of the following:

- ◆ violations of the Harassment Policy,
- ◆ attack either of a verbal or physical nature which is repeated after counseling or threatened to continue by staff member in question.
- ◆ major theft from or sabotage of the Co-op.

Under these circumstances, termination may be called for immediately. If the staff person in violation is still within the trial period (s)he may be terminated by consensus minus one of either Staff, or by consensus of the Board, (Employment Trial Period, page 5). The following section documents the course of events which may lead to immediate termination for a full collective member.

a. Serious misconduct by a Staff person should be reported to a Personnel Coordinator or to another member of the Personnel Committee if the problem involves the Personnel Coordinator directly.

b. The Personnel Coordinator or member of the Personnel Committee shall call a special

meeting of the Personnel Committee to determine the next course of action.

c. If the Personnel Committee determines that immediate termination is a possible outcome they will inform the staff person charged with the serious misconduct that they are suspended with pay pending a meeting of the full staff to determine the next course of action. The staff person who is suspended with pay is expected to not come to work until told they may do so. The staff person may invoke the grievance procedure at this time.

d. This meeting of the full staff must be scheduled to take place as soon as possible and no later than one week after the Personnel Committee's special meeting.

e. Possible outcomes of the special meeting of the full staff minus the person charged with serious misconduct are:

1. Staff may consent to recommend immediate termination to the Board of Directors.
2. Staff may consent to recommend to the Board a period of suspension with pay for a specific amount of time not to exceed two weeks to allow more time for investigation.
 - If the Board approves this recommendation Staff will reconvene at the end of the period of suspension without pay to decide the next course of action. Possible outcomes are the same as those outlined in this section.
3. By consensus, staff may recommend to the Board the initiation of standard termination proceedings as defined in section IX.A.2.
4. Staff may consent to develop a behavior contract with the staff person.
5. Staff may consent to the reinstatement of the staff person to previous employment status.

2. Standard Termination

When a staff person has been confronted with repeated or unusually serious complaints (about job performance and/or related matters) and efforts to reach a satisfactory resolution have failed, the full Staff and/or BOD can initiate standard termination proceedings. Termination proceedings can be initiated by consensus minus one of the full Staff or by consensus of the BOD.

If standard termination proceedings are initiated, the Board will establish a Probation Committee consisting of the Personnel Coordinator (or, in the case of conflict of interest, another staff person representing the staff), and two members of the Personnel Committee preferably a member at large and a BOD representative to that committee.

The Probation Committee shall be directed to draw up a contractual agreement which addresses the unsatisfied concerns and meets the consensus approval of all members of the Probation Committee. The staff representative must obtain the agreement (consensus minus one) of the full staff before

consenting to the contract.

This process of designating a Probation Committee, contract negotiation, and agreement by the Probation Committee must take place within one month of the initial vote. The probationary period will begin when all parties sign the contractual agreement.

The first period of the probation shall end 30 days after the signing of the contract. At this time, the Probation Committee will present a report to the Staff determining whether or not the terms of the contract have been met. If the terms have not been met, a vote for termination shall be conducted. Termination shall take place upon a consensus minus one vote.

If the contractual terms have been met, the probationary period shall continue for 60 days more; the total probationary period shall not exceed 90 days. At the end of the second probationary period of 60 days, the Probation Committee will report to Staff if the conditions of the contract have been met. If the terms have not been met, a vote for termination shall be conducted. Termination shall take place upon a consensus minus one vote.

If at any time during this process, the staff person on probation refuses to participate, either by not signing a probation contract or not attending meetings concerning their status, their employment will be automatically terminated.

If the terms of the contract have been met to the staff's and Probation Committee's satisfaction, the probationary period will end and the staff person shall be considered a full collective member.

At any time during a probation or termination process, the staff person under review may invoke the grievance procedure.

Voluntary Termination

Due to the nature of Co-op staff work, the length of the hiring process, and the training period, a minimum of 30 days written notice is required. This written notice should include reasons for quitting.

Failure to give 30 days written notice will result in forfeiture of some or all of accrued comp and vacation time. The maximum amount forfeited shall be the difference between the required 30 day notice and the amount of notice given. Exceptions to this policy can be made by consensus of the full staff.

Lay-offs

Should the need arise at the Co-op for a labor budget cut and a subsequent reduction in total staff hours, the staff will address it in the following manner:

1. Willingly and on a voluntary individual basis reduce the hours that staff persons work to accommodate the cutback.

2. Staff may decide by consensus, to reduce the labor budget through pay or benefit reductions.
3. If voluntary cuts and/or pay and benefit reductions (or Staff inability to reach consensus on pay and benefit reductions) do not achieve the necessary results, the organization will lay off staff members or cut hours strictly on the basis of seniority; persons having worked the least number of weeks at the Co-op being laid off or reduced to part time status first.

Grievances

Staff grievances will follow the existing grievance procedure for the Co-op with the Personnel Committee acting as grievance committee for personal grievances.

Inventory

All staff are expected to attend inventories. Staff may miss inventory due to illness or emergency. A Staff person may miss inventory due to a planned absence by obtaining consent from the collective.

Jury Duty

If a Staff member is called for Jury Duty, it is their decision whether to serve or ask for a workplace exemption. If they decide to serve, they will receive the following:

- a. Their regularly scheduled monthly salary minus the amount of money they are paid for jury duty.
- b. Regular benefits based on their monthly allotment.
- c. If they spend some days on jury duty and some days with their regular work, they will not lose credit for jury hours on their hourly allotments.

Sabbatical

For every 10 years a Co-op employee works, they are entitled to a 1 year sabbatical under the following agreements:

1. They may return to their full job description and hours allotment held previous to the sabbatical.
2. They remain frozen in seniority years and resume where they left off prior to sabbatical.
3. They are entitled to one 25% discount coupon per month.
4. The Co-op will pay for a major medical catastrophic health policy up to \$500 per year.
5. They may request more than 1 year off but will receive benefits #3 and #4 (above) for 12 months maximum leave

Volunteer Recognition

Each year the staff puts on an event to celebrate the volunteers. Staff members volunteer their time as a way of giving to the volunteers a bit of what they have given to us individually and as an organization.

1. All staff are encouraged to volunteer at least 3 hours, (for volunteer credit, if desired), in preparation, administration, or clean up of the party.
2. All staff are encouraged to come to the party for at least a half hour.

Exhibit M



DECISIONS, DECISIONS



It has been asked many times—“Just how does the staff make decisions?” Also the Co-op’s Goals and Objectives stated that there would be an article in the newsletter on just this topic. So here goes...an attempt.

We work as a *collective*, which has many meanings and variations. We decide things by *consensus*, which also has many variables. I have worked in many collectives and it seems that each develops its own working meaning of these words. These ideas are not stagnant; they are constantly changing and evolving. Right now we are working on the many aspects of our group process.

At the Co-op, we have developed some info packets to help get everybody on the same level with these ideas. We have these packets in the Collective Training Manual, a Group Process Proposal and a Functions of a Facilitator sheet to guide us.

From the Collective Training Manual comes the following paragraph on “decisions by consensus.”

The Co-op staff collective uses a consensus decision-making process. No group decision is made until it has the support of all members of the collective. Any individual collective member may block consensus at any time. In fact, if an individual staff member cannot live with a decision that is about to be made, it is her/his responsibility to block consensus. Short of blocking consensus, you can also state clearly your objections to an impending decision and your reasons for choosing not to block consensus. It is also each staff member’s responsibility to participate in developing proposals that will help the group reach consensus, as well as to negotiate honestly toward compromise. This process of negotiation and full participation should facilitate reaching consensus and keep to a minimum the number of instances where consensus is blocked.

We are now working on defining the “stand aside” position and when and how many people can stand aside before a decision is blocked. Our final agreement will be something along the lines of what is in

the group process proposal. *It is appropriate to stand aside when one has personal conflicts with a proposal at hand but does not believe that the group will be intrinsically harmed if the proposal goes through. It is appropriate to block when one cannot allow, for the good of the group or organization, a proposal to pass.*

Two more paragraphs which help us to make a decision are also from the Group Process proposal. *The facilitator will listen for agreement and test for consensus when it appears that all speakers are arguing on the same side. This can help minimize repetition and move agenda items along in a more timely manner. Before cutting off discussion, however, the facilitator should solicit a dissenting opinion. Something like “It sounds like we are close to consensus on this item. Does anyone wish to speak against it before we finalize the decision?” Before finalizing a decision, facilitator will have the note taker read back the proposal as written in the minutes. This is so that we all know that what we are agreeing to is recorded for posterity (or the next meeting, whichever comes first).*

So all of the above information applies when a decision comes before the whole group...but how does that happen? Well, decisions are made many in different ways. In the store, different collective members have areas of responsibility, either by their job titles or because they are a “point” person on a task. They use product selection guidelines, By-laws, a multitude of written policies, or general agreements among collective members to influence their decisions. All decisions, however, may be questioned by anyone at any time, and possibly sent to the whole collective to be worked out. Within the store, whoever is the floor coordinator can make operational decisions about events that come up on the spur of the moment. These decisions may also be subject to staff review, but unless there is a recurring problem that needs a policy, it is unlikely. If things need immediate decisions and the whole collective cannot come together in time for the decision to be made, then four co-ordinators (finance, organizational, personnel, and merchandising) can

come together and make a decision. This has not happened for about five years.

When people feel a decision needs to go to the whole collective, they need to decide if it can wait for a staff meeting or if it can go through the staff journal. If it goes through the staff journal, a decision may be made in a few days if everyone agrees. However, people could say they feel it needs to go to staff meeting. If it goes to a staff meeting right away, or through the journal, someone needs to take the responsibility for getting it on the agenda, stating what kind of work needs to be done with it, and how long they feel it needs. We have agreed on the following paragraph from the Group Process proposal: *All agenda items requiring a decision will come to the group in the form of a written proposal. The group should not be asked to make a decision based on a brainstorm or open discussion at the same meeting. If one is really stumped, insecure about or incapable of making a proposal by oneself, s/he can either solicit help developing a proposal outside of the meeting or present the issue with enough time to allow for open discussion/brainstorm at one meeting with a written proposal presented for decision at the following regularly scheduled meeting.*

As you can see, decisions can be made in many places along the way. If it does get to the whole staff there are some specific requirements to help everybody reach consensus.

When the process is all written out like this, it feels a little overwhelming. But it does, in fact, work very well. When we get confused about our process it bogs down and when we get back on track it goes much more smoothly. It also helps that so many of us have worked together for a long time. We have had time to define our areas further, and we have a level of trust with each other. There are many other areas in our process that help toward getting us to a decision we can all agree on. Working this way takes time. It is also very empowering!

By Teresa McDowell

Exhibit N

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit O

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit P

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit Q

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SUPERIOR COURT OF THE STATE OF WASHINGTON
THURSTON COUNTY

KENT L. and LINDA DAVIS; JEFFREY and
SUSAN TRININ; and SUSAN MAYER,
derivatively on behalf of OLYMPIA FOOD
COOPERATIVE,

Plaintiffs,

v.

GRACE COX, ROCHELLE GAUSE, ERIN
GENIA, T.J. JOHNSON, JAYNE KASZYNSKI,
JACKIE KRZYZEK, JESSICA LAING, RON
LAVIGNE, HARRY LEVINE, ERIC MAPES,
JOHN NASON, JOHN REGAN, ROB
RICHARDS, FOREST VAN SISE SHAFER
as personal representative for the ESTATE OF
SUZANNE SHAFER, JULIA SOKOLOFF,
and JOELLEN REINECK WILHELM,

Defendants.

No. 11-2-01925-7

DEFENDANT GRACE COX'S
RESPONSES AND OBJECTIONS
TO PLAINTIFFS' FIRST
DISCOVERY REQUESTS TO
DEFENDANTS

Defendant GRACE COX (hereinafter "Defendant") responds and objects to Plaintiffs' First Discovery Requests to Defendants ("discovery requests") as follows:

GENERAL OBJECTIONS

1 Joshua Simmons, Cezanne Levesque, Dani Madrone, Isabella Rogol, Theresa Young,
2 Habib Serhan, Mohamed El-Sokkary, Desdra Dawning, Matt Schmelzer, Max DeJarnatt, Sarah
3 Ryan, Vince Brown, Thieu Nguyen, Tibor Breuer, Susan Trinin, Niki Bilodeau, and Jason
4 Bagboudarian.

5
6 **INTERROGATORY NO. 2:** Please identify every person who was a staff member of
7 OFC at the time the Israel Boycott and Divestment policies were considered and/or enacted by
8 the Board of OFC.

9 **ANSWER:**

10 Defendant does not have the addresses, phone numbers, or occupations for staff
11 members, beyond what is produced under Request for Production No. 1. (Pursuant to CR 33(c),
12 such information may be available from meeting minutes, notes, correspondence, and other
13 documents produced in response to Plaintiffs' Request for Production No. 1.)

14 Defendant can recall or identify through her records the following staff members:

15 Marie Poland, Adam Stocks, Beth Weisenmiller, Eric Miller, Sarah Williams, Carol Sipe,
16 Barbara L' Aimont, Gary Galbreath, Christine Malek, Michelle Weber, Becca Bolo, Ami
17 Greenberg, Monica Villareal, Maria Van Newkirk, Grace Cox, Eion McReedy, Katelynn Eisele,
18 Joel Kluger, Kendra Woolfe, Kerry Ann Cramer, Michelle Noel, Pat Maley, Todd Monette, Erin
19 Majors, Faviola Romero, Sarika Igloi, Margaret Culbertson, Arturo Sievert, Joanna LaTorre,
20 Rebeca Roqueni, Kitty Koppelman, Rafael Ruiz, Fern (Michelle) Moore, Kim Langston,
21 Maureen Tobin, Alejandro Rugarcia, Mary Jane Cason, Jenn Kliese, Virginia Lange, Lucas
22 Anderson, Alex Webb, Jackson Daniels, Polly Hawver, Diane Pisco, Diane Froelich, Emily Van
23 Kley, David Oretsky, Daniel Farrell, Jason Bagboudarian, Katherine Bohan, Tim Hall, Jayne
24 Kaczynski, Joel Risteen, Harry Levine, James Scott, Jill Lieseke, Jim Shulruff, Martha Chubb,
25 Dan Wilson, Samer Alabibi, Onyx Dixon, Maeanna Welti, Teresa McDowell, Tatiana Boland,
26 Connie Bunyer, Corey Mayer, Dennis Conolly, John Baker, Michael Lowsky, and Summer
27 Bock.

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CERTIFICATION

I certify that the responses on behalf of Defendant Grace Cox are made in accord with Civil Rule 26(g).

DATED this 2nd day of November, 2015.

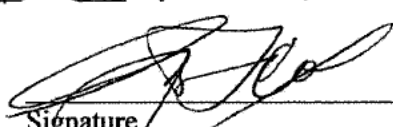
Davis Wright Tremaine LLP
Attorneys for Defendant Grace Cox

By s/ Bruce E. H. Johnson
Bruce E.H. Johnson, WSBA #7667
Angela Galloway, WSBA #45330
1201 Third Ave., Ste. 2200
Seattle, WA 98101
(206) 622-3150

VERIFICATION

I, Grace Cox, declare under penalty of perjury under the laws of the State of Washington that I am a Defendant in the above-entitled lawsuit to whom these interrogatories and requests for production of documents are addressed. I have read the foregoing responses to Plaintiff's Discovery Requests to Defendant, know the contents thereof, and to the best of my knowledge, believe them to be true and correct.

DATED at OLYMPIA, WA, this 30th day of October, 2015.



Signature

Grace F Cox

Printed/Typed Name:

Exhibit R

Board Meeting Minutes

5/20/2010

Attendance: Jon, Jackie, Joellen, Ron, Suzanne, Julia (facilitator), TJ, Harry, Fern (notes)

Absent: Jessica

Agenda

Agenda Review/Announcements/Commitments/ Minutes	5 min
Unexpected Guests	5 min
Boycott Proposal	15 min
ACT Forum	15 min
Board BPS Sub committee report/ BPC report	15 min
Expansion Report	30 min
Hiring Proposal	15 min
Territorial Response	20 min
Alaffia Response	5 min
Shorebank Pacific Resolution	5 min
<i>Report From Portland (tabled)</i>	<i>10 min</i>
Brief committee reports	10 min
Next Mtg Agenda/items/facilitators	<u>5 min</u>
	2 hrs 45

Announcements

None!

Minutes – Consent / Stand Aside: Harry, Ron, Jackie, Suzanne

Commitments –

- Jackie will email Rob about writing the board report for newsletter due may 1 **yes**
- Katherine will email strategic plan coordinator job description to the Board **no**
- Julia and Jessica will email and then send it out **no**
- All will read the bylaws especially with regards to staff/ board **yes**
- Website- action about updating **no**
- The sink is plugged (office manager) **yes**
- Harry will email the 'discussion document' to board **yes**
- Jessica will attend the expansion forum on the 20th **No**
- Julia will attend the expansion forum on the 13th. **yes**
- Marie is going to send an updated bag proposal to the board for next meeting **no**
- The Board requests that the process of presenting the ACT proposal be written down. --
- The board would also requests an informational forum presented by the ACT, in which Maeanna volunteers.

Boycott Proposal

Rochelle, Andrew and others represented a member interest in boycotting products from Israel. The MCAT has sent this request to the board as after working on it for a year could not consent to it. The members presented the nationally and internationally recognized boycott and feel that this is a humanitarian issue and needs to be addressed. They urge the board to participate in the boycott and in the non violent movement. **Harry**

offers to write a proposal to staff and try for consent. Jessica requests that if the proposal does not make it through staff that those with blocking concerns come to the board to present those concerns.

Proposal- The board proposes that the Harry write a Boycott Proposal following the outlined process and try for staff consent by the July meeting.

Consent

Stand Aside - Ron

ACT Forum

Maeanna gave an update on the ACT proposal and its recent round through staff meetings. It seemed that most staff had read the proposal prior to meetings. The ACT team also took great care in crafting the presentation breaking it into general topics and taking ‘temperature checks’. They also took great care in the process for gathering feedback. Three of the work groups seemed to be building towards consensus. In the fourth there were blocking concerns about the group evaluations. Overall staff received the document well. The ACT team will be presenting at the next round of work group meetings to finish gathering feedback on the rest of the proposal. They also will be releasing the feedback with responses to staff and will be setting up forums to deal with blocking concerns and building allies who are in support of group evals to do networking with in staff. It is hard to tell what will happen with the evals but Maeanna feels hopeful that staff will consent to the rest of the proposal. They don’t know if they will be testing for consent in the June meetings, but anticipate they will in July. The proposal could be passed without the eval system if they can not move through the block. ETCAT has been massaging the eval system and have made great changes, and worst-case scenario is this work would continue. Maeanna asked if the board would like their own informational accountability forum for their comprehension of the system. The board feels that if the proposal will not get consent through staff they will need a forum ASAP. The board requests another report from ACT at the next meeting in June.

Board BPC Report

There is a new sub sub committee to attempt to write a document addressing staff structure, based on the ideas of streamlining staff structure and simplifying decision-making processes. This document is due the first week of June. There are concerns about the sub sub committee being comprised of only staff, this may not give a very needed outside view. Jon is concerned that the larger issues are not being addressed, for example the decision making processes that involve all staff consenting to proposals. Staff restructuring is an enormous and nebulous project. Joellen recommends seeking an outside facilitator.

BPC Report

Second round of dept meetings have happened, and they have been awesome. The BPC is also excited about financial trainings being planned for these meetings.

Expansion Report

The Expansion team proposes that a time is set in June to discuss issues around expansion. This would allow the board and staff to complete the self-diagnostic tool readiness/assessment tool prior to the meeting in June. One option is to refocus to another location. Jessica requests that we discuss a lease option, as she has heard this request from the membership. The expansion team wonders where the priorities are in the organization as far as expansion goes. The board discussed in length that expansion is the priority, and other tasks that were identified in part of expansion have taken the helm.

TJ will email out the self-diagnostic tool to the board. All will complete the survey and email it back to TJ.

The Expansion meeting will be June 3rd 5:30-8:30.

Hiring Proposal

Staff has consented to the hiring proposal of hiring 4 people and the board wanted more discussion to be able to consent. Specifics of the hiring were discussed and the major concerns were around the development of the part time non collective workers piece. Julia would like more factual information in the future concerning personnel and hiring (i.e. how many hours are being worked by staff members on average, vacation frequency etc.) Jon would like to see the board set its priorities; others echo this desire and would like to schedule a retreat at the next meeting.

Proposal - Four new collective members will be hired ASAP.

Consent

Stand Aside – Joellen

Alaffia Response

Alaffia has requested that we participate in advertising their annual bike donation drive for Togo. They would like us to hang posters in both stores.

Consent

Shore Bank Pacific Resolution

See Harry

Consent

Stand Aside - Jackie

Territorial Response

The board discussed whether or not we want an appeals process for vendors and members. There is a grievance process for conflict and not for appealing a decision that a department manager makes concerning product selection. Perhaps development of an appeals process might warrant a board staff committee. The board supports the manager in the decision that was made. And remind that we reserve the right to change our mind

about stocking your product. We will give him the process options of a grievance process through personnel or give the option to write an article for the newsletter.

Eric will write a response to territorial and email out to all.

Committee Reports

Finance

First quarter reports have been released with great results!!

Margin and sales are up at both stores.

Harry will get clarification on credit versus debit charges.

Jessica reminds that two committees need more representation Eco planning and Standing Hiring.

Next Meeting/ Facilitator/Eval

Facilitator – Rob

June 17th 2010

Commitments

- *The board proposes that the Harry write a Boycott Proposal following the outlined process and try for staff consent by the July meeting.*
- *TJ will email out the self-diagnostic tool to the board. All will complete the survey and email it back to TJ.*
- *Eric will write a response to territorial and email out to all.*
- *Harry will get clarification on credit versus debit charges*

Board Meeting Minutes

7.15.2010

Attendance: John Nason, Eric Mapes, Jackie Krzyzek, Rob Richards, Joellen Reineck Wilhelm, Julia Sokoloff, Suzanne Shafer, Ron Lavigne, Harry Levine (Staff Rep), Fern Moore (Board Observer/ Notes)

Absent: Jessica Laing

Agenda

Agenda Review/Mission Statement/ Commitments/ minutes	5 min	
Unexpected Guests	10 min	
BPC Report	5 min	
BDS – What Next	45 min	
Expansion	10 min	
Branding Presentation	20 min	<i>Tabled</i>
Board Elections/ Annual Meeting/ Mailing	20 min	
Board Brainstorm and Planning Mtgs	10 min	
Committee Reports	10 min	
Next Mtg	5 min	

Commitments Review

- *Fern will email Eric the grievance process. n/a*
- *Eric will check in with Kim about the Territorial Response yes*
- *Eric will write an article about bags for the July 1st deadline. yes*
- *The board also requests that Marie take on facilitating staff feedback and communication. unknown*
- *Harry will you help schedule this, structure the brainstorm and find facilitation. yes*
- *All board members commit to reading the by laws yes*
- *Fern will contact facilities about the neighbor complaints about the flood lights shining on their houses down the hill. yes*
- *Harry will get clarification on credit versus debit charges yes*

Minutes – 6.17.10: **Consent**

Stand Aside – Harry, Joellen, Rob

Announcements

- Joellen won't be here in August
- Harry wants to join the circus part time and is trying to figure out how to do it and it may influence his role on the board.
- Eric will be in Olympia all summer

Unexpected Guests

Members from the board of 'The Community Sustaining Fund' Monique and Kirsten attended to further the relationship with the co-op. In looking at their organization and how to further build relationships in the community they identified that most of the

funding they receive is from people rounding up at the co-op (90% funds come from the co-op in which 100% of these donations are given back to our immediate community). They believe that 'our missions dance quite well together'. They are committed to sustaining a strong relationship with OFC and would like to know if the board might have any ideas. They also would like to enliven the rounding up program. The board is indeed interested in furthering our relations, and invited them to the next board meeting.

- *Harry will include the 'Community Sustaining Fund' on the August agenda.*

BPC Report

Mo attended to give the BPC report.

Everyone is very busy. Bradley has been amazing at the Process Support Coordinator and the systems developed are being used. The Archiving Coordinators are also beginning their enormous work.

Recent collective decisions include: product information hours have been divided by work group; boycott proposal has been through the proposal journals, hours are being rearranged for third quarter as it is slower especially at the Westside; The Front End group consented to staff cashiers counting out their own drawers.

In other news a task force has been created to address the return policy. The BPC/ BOD subcommittee is still working on finalizing decision making. A new wet rack has been installed for Produce East. There is also a proposal for two extra doors for Meat East. The budget process proposal was brought to last round of work group meetings. The Accountability Task Force has finished the final round of gathering feedback on the proposal and decision making meetings are being scheduled for the second week in August. The Volunteer CAT has postponed the Volunteer appreciation party and plan to reschedule for December.

BDS – What Next

The board was surprised to find thirty or so community members gathered at the meeting in support of the boycott. Harry shared with the group the summary of staff feedback and process therein. All board members had received all staff feedback as well as the boycott proposal to review prior to today's meeting. The members gave a brief presentation and stressed to the board that they will support the Co-op and answer questions to the membership through this boycott process.

Harry suggests the options available to the board:

- Consent to the boycott
- Send the boycott to Member Ballot
- Dismiss it
- Your Ideas Here
- Hold Educational Forums for the Membership

The board discussed the options. Member Ballot would allow for valuable community discussion and member vote. The ballot could accompany the board elections in October therefore putting off the decision for months. Some Board members spoke to the need of addressing the boycott now, as the proposal submitted by members has run its due process within our outlined boycott policy. The board also discussed the option of the member initiated ballot process available to the membership to reverse the board's

decision. The board shared concern for the staff and members that are opposed to the boycott. After a thorough discussion of the above concerns the board the board consented on the following proposal:

Boycott Proposal:

The Olympia Food Co-op will boycott Israeli made products and divest from any investments in Israeli companies. The Co-op would stop carrying the Israeli products (it currently sells) and would not stock new products from Israeli companies. If we have money invested in Israeli companies or bonds, we would terminate those investments. We would refrain from dealing with non-Israeli companies that sell products or services to Israel that are used to violate the human rights of the Palestinians.

Consent

Stand Aside – Harry

The board would like some clarification on 'What ends the Boycott' and the language therein. The board also requests that 'Peace Oil' be exempt from said boycott. The board asks that the Merchandising CAT revisit the 'Boycott Policy'. The board assigns Harry to write the staff and notify them of the decision, as well as provide a written boycott announcement for staff to give to members for tomorrow morning.

The board feels very strongly that Member Forums must be held for the community to share their opinions and concerns, as well as share information about the boycott. Possible dates for the Member Forums are August 11th Wednesday 7pm- 9 pm or August 24th Tuesday 7pm -9pm. outside facilitation of these forums seems imperative. It is also a priority of the board to feature an article about the process and boycott in the next available newsletter.

- *Rob will coordinate reserving space for the forums and email information to all.*
- *Julia will email the newsletter editor about the decision and 'informational box.'*
- *Joellen will write the 'info box' for the newsletter and email to the newsletter ASAP.*
- *Harry will write an email for staff tonight about the decision*
- *Harry will write a flyer for staff to give to concerned members for tomorrow morning*
- *Boycott Sub committee – Rob, Eric, Harry*

Expansion

TJ and Harry have both been gone for the last few weeks. There have been minor developments with a full report in August.

Board Elections/Annual Meeting and Mailing

Joellen, Jessica, Jackie, Eric and Suzanne terms are up this year. Jackie and Joellen can not run again.

To Do:

- Due Date on application needs to be edited

- Jackie will take questions from potential board applicants.
- *Tabling schedule will be made by Joellen.*
- *Fern will print applications and post boxes in stores.*

Annual Meeting possible dates -November 7th or the 24th @ Vic's

Annual Meeting sub committee – Jackie, Joellen, Fern, Julia

The sub committee will report back to the board at the August and September meetings.

Mailing announcement for elections and Annual meeting- the board would like investigate the possibility of sending a postcard this year. The mailing needs to go out 30 days prior to the Annual Meeting.

Brainstorm and Planning Meetings

July 29th: 5:30 – 8:30

Committee Reports

- The Farm committee met and are trouble shooting the stickers for the stores. The 'Farm to Restaurant' program is coming along and they are developing a decal for participating restaurants' windows.
- The Eco planning committee is moving ahead with the bag proposal, and the article for the newsletter which is due October. They are also pursuing compostable cutlery for the stores.
- The Finance committee reports that sales year to date are great. Sales growth is 5 and quarter.

Commitments

- *The board also requests that Marie take on facilitating staff feedback and communication regarding the bag proposal*
- *Harry will include the 'Community Sustaining Fund' on the August agenda.*
- *Rob will coordinate reserving space for the forums and email information to all.*
- *Julia will email the newsletter editor about the decision and' informational box.'*
- *Joellen will write the 'info box' for the newsletter and email to the newsletter ASAP.*
- *Harry will write an email for staff tonight about the boycott decision*
- *Harry will write a boycott announcement flyer for staff to give to concerned members for tomorrow morning*
- *Tabling schedule will be made by Joellen.*
- *Fern will print board applications and post boxes in stores.*
- *The Board Election sub committee will report back to the board at the August*

Next Meeting – Aug 19th 2010 Facilitator – Eric Mapes

Exhibit S

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit T

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit U

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit V

**EXHIBIT NOT FILED
PER STIPULATED PROTECTIVE ORDER**

Exhibit W

Kent L. Davis
Linda Davis
Susan Mayer
Susan G. Trinin
Jeffrey I. Trinin
P.O. Box 6060
Olympia, WA 98507-6060

June 30, 2011

Dear Kent L. Davis, Linda Davis, Susan Mayer, Susan G. Trinin and Jeffery I. Trinin,

Regarding your letter dated May 31, 2011, the Co-op would like to respond in a productive way. We are unable to do so, however, because your letter fails to explain *how* the Co-op's boycott decision supposedly violates the Co-op's Boycott Policy, Mission Statement, or Bylaws.

A great deal of careful and thoughtful time and discussion preceded the Co-op's Israeli-product boycott decision. Additionally, the Board revisited the boycott decision many times after the original decision was made. The Board continues to adhere to its decision, which was expressly founded in Co-op policies, as articulated in its mission statement and bylaws.

When you articulate to us the specific grounds for your view that the boycott decision violates the Co-op's boycott policy, mission statement, or bylaws, we will promptly respond.

We also remind you that there is a democratic alternative to the litigation that you are threatening: the member-initiated ballot process that is laid out in our bylaws. This process allows members who want to make a change at the Co-op to bring their proposal to a vote of the membership. To bring the proposal to rescind the Israeli-products boycott to a vote of the membership, all you need to do is gather the signatures of "1/2 of the average number of voting members in the previous three annual elections, or 300, whichever is greater." In this case, this would require you to gather 300 signatures of active members. Once on a ballot, your proposal would need to pass with 60% of total votes (as stated in the bylaws, "Member-initiated ballot.")

Sincerely,

Erin Genia,
(on behalf of all letter recipients)
President,
Olympia Food Co-op Board of Directors

Exhibit X

Board Meeting Minutes

9.16.2010

Attendance: Eric Mapes, Rob Richards, Joellen Reineck Wilhelm, Jackie Krzyzek, Ron Lavigne (*facilitator*), Jessica Laing, Suzanne Shafer, John Nason, Jayne Kaszynski (*Staff Rep Substitute*), Fern Moore (*Board Observer*)

Absent: Grace Cox (*Staff Rep*), Julia Sokoloff

Agenda

Announcements	5 min
Agenda Review/ Mission Statement	5 min
Commitment Review	5 min
Unexpected Guests	10 min
Collective books for prisoners	25 min
Accountability Proposal	30 min
Annual Meeting and Elections	20 min
Proposals from Andras Jones	15 min
BPC Report	5 min
Committee Reports / Strategic Plan Check In	10 min
Expansion (Executive Session)	40 min
Meeting Eval/ Commitments/ Next Facilitator	5 min
Boycott Subcommittee Report	10 min
Commitments Review	5 min
Meeting Eval / Next facilitator	5 min

Announcements

None.

Commitment Review

- Grace will email Marilese about questions identified in brainstorm **yes**
- Jackie, Rob, and Fern will form a sub committee to respond to emails **yes**
- Suzanne will schedule a meeting w/ the 'It's Our Co-op' group **yes**
- Jackie will send out an email to all: soliciting tabling at the store. **Yes**

Minutes -

August 19th 2010

Consent

Stand Aside – Joellen, Jayne

Unexpected Guests

Jeff Trinin- suggests that the name of the agenda item 'Unexpected Guests' is changed, and also invites the board to participate in upcoming 'Its Our Co-op' events to engage in collective dialogue.

Tibor Breuer- asked the board questions related to the July minutes and requested changes to the boycott policy. Rescind now.

Kathy Strauss- has been working on a video about the Israel product boycott and the impact on the community. She asks if she could videotape parts of this meeting, to show what the board is. The board will discuss and Jackie will contact her before the next meeting with and answer.

Susan- We are shoppers and we miss our store. Rescind.

Collective Books for Prisoners

Collective Books for Prisoners has been active for fifteen years. They are supported by donations and do not qualify for any federal grants. They are grass roots umbrella organization. At a fund raising meeting a few months ago they came up with an idea for fundraising through the co-op. Their initial idea was a rounding up program at the registers to benefit Collective Books for Prisoners. The Co-op already participates in a Rounding Up program with the Community Sustaining Fund. They shared that the Community Sustaining Fund is very successful in funding organizations and is therefore very competitive. They hope that there could be more opportunities for local organizations to generate donations at the co-op. After brainstorm with the Board there are many ideas, perhaps having a feature organization fundraiser for a month. John suggests that they apply for the Co-ops Annual donation cycle. The Co-op has had two Rounding Up options for Farm flood relief assuring that there are options. Jayne suggests taking it to the FEMS work group for a brainstorm around the Rounding Up issue and send further recommendations to the board, also include a process to train cashiers to ask if people want to Round Up. The Collective Books for Prisoners would also like to table outside of the stores.

- Jackie will email Collective Books for Prisoners the tabling guidelines.
- Jayne will send Collective Books for Prisoners a list of staff contacts to facilitate getting these items on FEMS agenda.

Boycott Subcommittee Report

Grace is going to work with Staff and find a representative for the Boycott committee. Guidelines are being created for the committee and applications for the two Member at large positions will be available November 15th. The Boycott Committee purpose is to evaluate the current boycott policy, propose changes and recommend them to the board. A 'Next Steps' boycott update will be posted on the website, blog, face book, and at the stores within days.

Accountability Proposal **Executive Session**

BPC Report

The BPC is still hard at work with restructuring work with the BOD BPC subcommittee. They have set up extra workdays in October to try and have a draft available soon. Budgeting is in full swing and departments have begun crafting their visions and strategic plans. A new freezer is in at the Eastside store. The Free Store has begun to have meetings and, are scheduling work parties. Facilities, is working on Capital Plans for 2011. There has been staff request for a Board and Staff restorative session in the wake of the Israel product boycott.

Proposals from Andras

After lengthy discussion and agreement on the intent of the proposals, the board did not action to consent to Andras's proposals.

Committee Reports

Finance Committee

Second quarter looks stellar!

Labor as a percentage of sales is being tracked, and margins are up!

Eco Planning Committee

Are trying to figure out where on the Westside they can locate a food dumpster and a bike shelter. The Bag Fee proposal is moving ahead and compostable cutlery has been ordered. They are also working on compostable produce bags.

Newsletter Committee

Staff member Emily wrote an incredible article about the Israel Product boycott for the next issue. They also request Annual Meeting information tonight to put in the newsletter.

Outreach And Education

Did not meet as all staff members on the committee were on vacation.

Standing Hiring

The recruitment list is being updated, and they are looking for suggestions for venues to advertise for staff.

Strategic Plan update

TJ received only one response from a staff member and got no response from BPC. We are coming to the end of year one on the Strategic Plan, at some point we need to re evaluate for next year including what we did not include, and what was not completed. The board commits to completing a review of the Strategic Plan before December 31st.

Annual Meeting / Elections

This years Annual Meeting will be held at the 'Loft on Cherry' November 7 12:30 -3 pm
The Loft is located on the corner of Legion and Cherry
They have a microphone for us to use, as well as tables, and a kitchen space.
Joellen and Jackie will work out refreshments.

In Election news, there are 15 candidates that have applied to the board.

Proposal: The board proposes that we accept five new board members for 2011.

Consent

Expansion

(Executive Session)

Commitments

- Jackie will email the tabling guidelines to 'Collective books for Prisoners'.
- Jayne will send 'Collective books for Prisoners' a list of staff contacts and facilitate agenda item at the FEMS.
- Jackie will talk to other board members and staff to answer Kathy's question about video taping board meetings.
- Jackie and Joellen will work on the annual meeting (refreshments, agenda, etc)
- TJ and Jayne will write an expansion announcement for staff and post it in the journals tomorrow.

Next Meeting

- Accountability
- Strategic Plan Evaluation
- Expansion

Next Facilitator: Jessica Laing

Exhibit Y

Home Article Print Page

Published 07:50 20.07.10 | Latest update 07:50 20.07.10

Food co-op in Rachel Corrie's hometown boycotts Israeli goods

The Olympia Food Co-op announced last week that no more Israeli products will be sold at its two grocery stores.

By Natasha Mozgovaya

Tags: [Israel news](#)

Americans are far more supportive of Israel than Europeans, and most initiatives to boycott Israeli goods or to divest funds from companies working with Israel are unsuccessful in the United States.

But such projects have recently become more widespread, especially among students – although most divestment decisions by student bodies are not implemented on the colleges' management levels.

Last week, the board of directors of the Olympia Food Co-op in Washington state decided that no more Israeli products will be sold at its two grocery stores in the city.

"We met last Thursday for the board members meeting and a pretty large group – about 40 people – presented the boycott project and answered our questions," Rob Richards, a board member, told Haaretz. "A couple of board members were concerned about what will be the financial effect on the organization, but it's minimal. For me personally there is a moral imperative that goes beyond any financial concern. So we decided to adopt the boycott which went into effect the next day."

Asked whether the boycott includes all products made in Israel, or only in settlements, Richards explained: "As far as I know – it concerns any Israeli products. We exempted "Peace Oil" – it's a joint product produced by the Palestinian farmers. Any product that is made by the company that works to improve the conditions of the Palestinians will be exempted."

Richards says the decision drew no protests.

"There was very little feedback from the staff that was against the boycott, but it seemed as minority opinion. We have two members on the board from the Jewish community who were supportive of the boycott – it's pretty progressive town. I know that's not universal at the Jewish community."

There is a list of conditions that will lead to the end of the boycott, he says.

"I am trying to be realistic – the Olympia Food Co-Op boycott is not going to change the Israeli policy, but I believe that these small drops will eventually have an effect. I would like to see more co-ops joining the boycott and more voices involved," he added.

It is probably no coincidence that Olympia is the hometown of the International Solidarity Movement activist Rachel Corrie who was killed seven years ago in Gaza – a Caterpillar bulldozer ran over her as she tried to prevent demolition of a Palestinian house. Last month, the student body of Evergreen State College in Olympia, where she studied, passed two resolutions which called for the college foundation "to divest from companies that profit from Israel's illegal occupation of Palestine," and the second one called to ban the Caterpillar company equipment from campus.

"The fact that it is the home town of Rachel Corrie's parents and that it is represented by Rep Brian Baird (who has been to Gaza and is outspoken against Israel) makes this ripe for issues," said Jennifer Laszlo Mizrahi of The Israel Project, a pro-Israel organization. "So does the fact that it does not have a very organized pro-Israel community. This went under the radar screen at a time when most groups were focused on Iran sanctions and other macro issues. It is clear that the people who voted on this did not hear both sides of the issues. What is needed is education on facts."

An Israeli diplomatic source told Haaretz that the boycott issue is being checked, and although it seems like a marginal incident. The source added that "we are concerned about every attempt to delegitimize Israel."

The Olympia Food Co-Op boycott is only a tiny part of an effort that the BDS (boycotts, divestment and sanctions) movement is mounting on U.S. companies. On Monday, Jewish Voice for Peace activists planned to attend the TIAA-CREF annual meeting the company headquarters in New York City to deliver thousands of signatures calling on the company to divest its money from Caterpillar, Elbit, Motorola and some other companies, that, as JVP puts it, "profit from the violation of international law through home demolitions, the destruction of life sustaining orchards, the construction of roads and transit that only Israelis can use, the killing of civilians by drones, and many other injustices."

In some places the mainstream Jewish community has reacted vigorously against boycott attempts, but many Israel supporters are worried that the battle "might be already lost at the campuses."

This story is by:

Natasha Mozgovaya

10/30/11

Haaretz.Com



Exhibit Z



Co-op News

A bi-monthly publication for members of the Olympia Food Co-op and its surrounding communities

December 2010/January 2011



Expansion UPDATE

Downtown on hold, changes afoot at existing stores

By **TJ Johnson**, Expansion Co-Coordinator

Co-op members who have been tracking the progress of our expansion efforts through the pages of the Co-op News have probably noticed that there has not been an update in the past several issues. Many of you have stopped me in the stores or on the street, sent e-mails, or called to ask what was going on and when you could expect to be shopping at a new downtown store. The goal of this article is to clearly and succinctly explain the status of our expansion efforts, and point to what's next.

Over the spring and summer, the expansion team had ongoing conversations with the owner of our preferred downtown property, with the goal of developing the framework for a purchase and sale

agreement to present to the Co-op Board. During the negotiations the property owner remained excited about the prospect of a new downtown grocery store, and he was both creative and flexible in working with us to find ways to make the project work for us, including minimizing the Co-op's financial risk.

In August, the expansion coordinators met with the Board to discuss taking the next step in the project, which would have been to finalize an agreement based on the negotiations and begin to make a financial commitment towards acquisition of the property. After considerable discussion, the Board decided to suspend negotiations and put downtown expansion on hold until 2011, at which time the Board, with a number of new members, will revisit the issue and determine next steps.

continued page 3

Board of Directors Election Results

The following five candidates will join the Board of Directors this January (the total votes received by each candidate follow their name):



TJ Johnson
(693 votes)



Rochelle Gause
(635 votes)



Erin Genla
(568 votes)



John Regan
(551 votes)



Eric Mapes
(545 votes)

All of the top five candidates have accepted the position.

There were a record-breaking 1093 valid votes received in this year's elections. Thanks to all who participated!

The rest of the candidates received the following number of votes: The first runner-up was Susan Trinin (315), followed by Teresa Young (289), Suzanne Shafer (277), Karen Bray (255), Kent Davis (242), Andrea Lipper (241), Kim Henderson (219), Linda Sternhill Davis (195) and Joshua Simpson (132). Susan Schaeffer, who withdrew from the race, received 86 votes.

for more information on this year's election process, see page 4

Expansion continued from page 1

The Board's decision to take a time-out was based on a number of concerns, including:

- 1) The condition of the local and national economy, the impact of state employee layoffs and furloughs, and continuing fluctuations in commercial property values
- 2) The readiness of the Staff and Board to successfully take on the largest project in the Co-op's history
- 3) The ability to secure sufficient off-street parking to serve the site
- 4) The potential impacts of sea level rise on both the site and the larger downtown area
- 5) The uncertain impact of the recently adopted boycott of Israeli products

In the meantime, the Board asked the Expansion Coordinators to work with them and Staff to identify options for improving the functioning of



Second building, could be used for retail such as a garden center

the existing stores. This was based on the realization that we won't have a new downtown store any time soon, and the problems that spawned members' desire to expand – including crowded stores and parking lots and limited room for new products and services – still exist.

As luck (or perhaps fate) would have it, at about this time the property next door to the Westside store was put up for sale. Working quickly, we researched potential uses for the property under the existing "Neighborhood Retail" zoning, secured

an option to purchase, negotiated a purchase and sale agreement, conducted a structural and pest inspection, and on Oct. 4, finalized the purchase for \$185,000 using cash reserves. This means that the Co-op now owns the property free and clear. The previous owners have the option to live in the house through January 4, 2011, paying rent to the Co-op for as long as they stay, with the Co-op assuming full control over the property when they vacate.

Expansion planning always assumed that the Westside store would continue to operate, and acquisition of this property provides new opportunities for solving existing space problems at the Westside store and offering a broader array of products and services to Co-op members. It also increases the value of our existing property and gives us greater collateral for securing a commercial loan for future expansion. Planning is now under way for how to use the new space, how to remodel the existing store, and how to integrate the functioning of the two sites to enhance the experience of members.

At the same time, we are working to get an expanded Westside store up and running in early 2011, and we are also looking at ways to improve the member experience at the Eastside store. We are currently considering a number of options and should have a lot more to say about this in the next issue of the Co-op News.

So, while the dream of a new downtown co-op is on hold for the time being, changes underway at



Entry to main building; may hold office space and break room for Staff

photos by T.J. Johnson

the existing stores should make for a better shopping experience in the short to mid-term.

As a member-owned cooperative organization, each of us has a voice in the decisions that affect the organization, so don't be shy about voicing your opinion about where to go from here on expansion. Whether it's an idea about how to use



Side view of the lot and entry from Co-op parking lot

the new Westside property, how to make the Eastside store function better, or what to do next with the vision of a downtown store, don't hesitate to weigh in. You can reach the expansion coordinators at expansion@olympiafood.coop, or by phone at 357-1106, x. 17. You can also contact the Board of Directors directly at board@olympiafood.coop

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Exhibit AA

Olympia Food Co-op
Member Initiated Ballot Procedure and Petition Requirements

I. Petition Process and requirements

Members may submit an item for vote by the membership using the following procedure.

Step 1: A proposal is brought to the board, clearly describing the issue(s) in question. At this time the board may do one of the following:

- a) Approve the proposal to move forward as a member initiated ballot
- b) Agree to sponsor the member ballot and make it a board ballot
- c) Identify appropriate committee or staff to address the concern/idea
- d) Give feedback for possible rework
- e) Reject the proposal: The board may reject the proposal if it is illegal or deemed financially irresponsible or financially unfeasible. The board will provide a written statement articulating its reasons for rejection.

Step 2: The Board considers the proposal and determines which of the above options to carry forth. The following applies only if the proposal is approved to move forward as a member initiated ballot.

Step 3: The member(s) draft a petition to conduct a member initiated ballot. The petition must be lawful, and must be reasonable based on financial feasibility. The petition must include provisions for validating that the petition signatures are from active members. In addition, the petition must be clearly written so that the reader may be able to easily answer the following questions.

- Who wrote this petition?
- What is the issue they are trying to address?
- What is their solution?

Step 4: The board reviews the petition to insure that it meets the requirements in Step 3. If the board finds that the petition meets the above requirements, the petitioners may proceed with signature gathering. See tabling guidelines. In order to be included in the upcoming election, the required number of valid member signatures must be gathered by August 1st. The petition must be signed by 1/2 of the average number of voting members from the previous three annual elections, or 300, whichever is greater.

Step 5: The membership coordinators will review the petitions to insure that the required number of signatures are from active members.

Step 6: The required number of validated, signed petitions is presented to the board.

II. Member Initiated Ballot Procedure

After successfully completing the **Petition for Member Initiative Procedure**, the board or board committee works with the petitioners to put together the member-initiated ballot.

Step 1: Develop a voter pamphlet and educational materials that will be published in the October newsletter (September 1st submission deadline).

The voter pamphlet must include

- Benefits (pros)
- Impacts (cons)
- Costs
- Legal aspects
- Purpose, vision

Step 2: Between September 1st and November 15th, at least two member forums will be held at which the member initiative will be the topic. In addition, the member initiative must be included as an agenda item for the annual meeting. The board or board committee will also work with the petitioners to insure that the membership be given an opportunity to educate itself with regard to the issue during this period. Other methods of education that should be utilized are notebooks at stores with ballot and educational materials, the website, and tabling at the stores.

Step 3: The Election is held October 15th through November 15th. Unless otherwise specified by State law, a 60% majority is required for a member-initiated ballot to pass.

July 05