

The Honorable Carol Murphy

<input type="checkbox"/>	EXPEDITE
<input type="checkbox"/>	No hearing set
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Date:	<u>January 26, 2018</u>
Time:	<u>9:00 am</u>
Judge/Calendar:	<u>Hon. Carol Murphy</u>

SUPERIOR COURT OF THE STATE OF WASHINGTON
THURSTON COUNTY

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

Case No. 11-2-01925-7

v.)

DECLARATION OF HARRY)
LEVINE IN SUPPORT OF)
DEFENDANTS' MOTION FOR)
SUMMARY JUDGMENT)

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; JULIA SOKOLOFF; and)
JOELLEN REINECK WILHELM,)
)
Defendants.)

NOTE FOR MOTION)
CALENDAR: January 26, 2018)

I, Harry Levine, am over the age of 18, am competent to testify, and have personal knowledge of all the facts stated herein. I declare as follows:

1 1. I have been a member of the Olympia Food Co-op (“the Co-op”) since
2 1983. I have been staff at the Co-op since 1984. I have served as the Staff representative
3 to the Board and served in that capacity as a fully empowered Board member. I served in
4 this capacity for at least 15 of the last 33 years. All Board members serve on a volunteer
5 basis, except the Staff representative, whose duties as a salaried Staff member include
6 Board representation.

7 2. No defendant in this case is currently a Co-op board member. The Co-op’s
8 current board members can be found at [http://www.olympiafood.coop/join-us/board-of-](http://www.olympiafood.coop/join-us/board-of-directors)
9 [directors](http://www.olympiafood.coop/join-us/board-of-directors) and is attached hereto as **Exhibit A.**

10 3. The Co-op was formed in 1976 as a not-for-profit cooperative club. A true
11 and correct copy of the Co-op’s Articles of Incorporation and Amendment are attached
12 hereto as **Exhibit B.**

13 4. Under the Co-op’s bylaws, a true and correct copy of which is attached
14 hereto as **Exhibit C,** the major duties of the Board include adopting “policies which
15 promote achievement of the mission statement and goals of the Cooperative,” adopting
16 “major policy changes,” and resolving “organizational conflicts after all other avenues of
17 resolution have been exhausted.” *See* Ex. C, art. III, §§ 13(15), 13(9), 13(16).

18 5. The Co-op’s mission or purpose is outlined in the Bylaws and separately in
19 its Mission Statement, a true and correct copy of which is attached hereto as **Exhibit D,**
20 which state that the Co-op strives “to make human effects on the earth and its inhabitants
21 positive and renewing and to encourage economic and social justice,” and includes in our
22 goals supporting “efforts to foster a socially and economically egalitarian society.” Ex. D;
23 *see also* Ex. C.

1 6. In 1993, the Co-op Board adopted the “Boycott Policy,” which sets forth
2 the procedure for Co-op staff to follow when deciding whether to honor a boycott. A true
3 and correct copy of the Boycott Policy is attached hereto as **Exhibit E.**

4 7. The Co-op has a long and active history of engagement in social, human
5 rights, ecology, community welfare, and peace and justice issues.

6 8. Beginning in March 2009, at the request of a Co-op member, Co-op staff
7 members on the Merchandising Coordination Action Team (“MCAT”) considered whether
8 to adopt a boycott of Israeli goods.

9 9. After considering the matter for over one year with no resolution, on May 5,
10 2010, the MCAT reported directly to the Board, rather than to the full staff, that it had
11 reached an impasse. The MCAT proposed a board-sponsored membership forum,
12 managed by an outside mediator, followed by a membership vote.

13 10. At the May 20, 2010 Board meeting, the Board discussed the MCAT report
14 and recommendation, which was its first engagement with the issue. Seven Co-op
15 members attended that meeting of the Board.

16 11. The attending members sought the immediate adoption of a resolution to
17 boycott Israeli products. The Board decided that, since there had been no attempt to reach
18 full staff consensus, that attempt should be made, and feedback from the full staff should
19 be invited. The Board remanded the matter to the full staff for an effort to reach
20 consensus, with the matter to be presented again to the Board at its July 2010 meeting. A
21 true and correct copy of the May 20, 2010 Board Meeting Minutes are attached hereto as
22 **Exhibit F.**

23 12. On June 7, 2010, I reported back to the Staff as follows:

1 The Board reviewed the proposal and the Boycott Policy. A group of 7 members
2 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
3 Boycott Process calls for boycotts to be approved by Staff consent.

4 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.

5 A true and correct copy of my report dated June 7, 2010 is attached hereto as **Exhibit G.**

6 13. The Board considered the matter again at its July 2010 meeting, at which
7 time it heard the views of members and staff. The meeting was attended by 30 or so
8 people, who had come to express support for the boycott proposal. In preparation for this
9 meeting, I had already reported back to the Board, regarding feedback from all Staff, that a
10 few staff members would not agree to the boycott and would not step aside to permit
11 consensus. During the ensuing discussion about how to resolve the matter, several Board
12 members argued passionately against further delay in deciding this important matter and
13 argued in favor of a prompt decision by the Board. It was noted that submitting the matter
14 to a membership vote would put off a decision until November, when the vote could be
15 conducted in conjunction with the annual Board election.

16 14. By the end of this discussion, the full Board reached consensus that a
17 decision in this matter had been delayed since March 2009 and warranted immediate
18 decision. The Board approved adoption of the requested resolution, by consensus, in
19 solidarity with the international boycott movement. It did so after considering the
20 international movement to boycott Israel until it ends its occupation, and because the
21 boycott was consistent with the Board's practice in past boycotts. Because the Staff had
22 been unable to reach consensus, and I serve on the Board as the Staff's representative, I
23 stood aside. A true and correct copy of the July 15, 2010 board meeting minutes is
attached hereto as **Exhibit H.**

1 15. On September 26, 2010 the Board posted a reminder on the Co-op's website
2 that any member is welcome to propose a member-initiated ballot process. A member
3 could have initiated such a ballot process at that time by gathering the requisite number of
4 signatures: 300 of the 22,000 members. No such ballot process regarding the Boycott was
5 initiated by any member. A true and correct copy of that notice is attached hereto as

6 **Exhibit I.**

7 16. The Co-op's Member Initiated Ballot Procedures and Petition Requirements
8 state that a member may compel a member vote by gathering the requisite number of
9 signatures: 300 of the 22,000 members. A true and correct copy of the Member Initiated
10 Ballot Procedures and Petition Requirements is attached hereto as **Exhibit J.** Under the
11 Bylaws, "[a]ny member may initiate a ballot for vote by the general membership," by
12 obtaining voter signatures on a petition. The number of signatures required is the greater
13 of either 300 valid voter signatures or the number representing half of the average of the
14 number of voters in the last three elections. In this matter, the Bylaws required only 300
15 valid Co-op voter signatures on petitions. Upon reaching the required number of
16 signatures, the petitions are submitted to the Board for the conduct of a membership vote.
17 Ex. C, art. II, §§ 8, 10.

18 17. I have reviewed the sales and membership data for any identifiable impact
19 that the July 2010 adoption of the boycott resolution may have had on sales volume and
20 membership. Based on these numbers, the Co-op has suffered no adverse economic
21 consequences resulting from its boycott against Israeli products. To the contrary, it is
22 possible that adoption of the policy may have had a positive impact on business and
23

1 membership. Both total sales volume and the Co-op's total membership increased in the
2 12-month period following adoption of the boycott:

3 a. From August 1, 2010 to August 1, 2011, the membership change
4 reflected by the addition of new members less the number of members who
5 resigned was a net of 3,238 new members. In the preceding 12-month period of
6 August 1, 2009 to August 1, 2010, there was a net change of 3,131 new members.
7 In the 12-month period prior to that, from August 1, 2008 to August 1, 2009, there
8 was a net change of 2,997 new members.

9 b. Total sales revenues from October 1, 2010 through September 30,
10 2011, were \$13,098,167. Total year-to-date sales revenues from October 1, 2009
11 through September 30, 2010 were \$12,370,545. This represents a 5.8% increase in
12 sales revenue, compared to sales revenue growth over the previous period of 3.9%.

13 18. Co-op sales have increased every year since the boycott. Co-op sales in
14 2010 were 6.17% higher than in 2009. In 2011, co-op sales were 6.09% higher than in
15 2010. In 2012, Co-op sales were 5.25% higher than in 2011. In 2013, Co-op sales were
16 7.32% higher than in 2012. Prior to the boycott, sales in 2009 were .59% higher than in
17 2008.

18 19. Items of merchandise that were discontinued as a result of the boycott
19 represent 0.075% of the value of total inventory at wholesale. The resolution to divest
20 from Israel resulted in no divestment of any Co-op equity holdings.

21 20. By letter dated May 31, 2011, addressed to the 15 named former and current
22 Board members, all at the Co-op's address, Plaintiffs stated their opposition to the
23 substantive boycott and divestment resolution and alleged "procedural violations" in its

1 adoption. They stated their intention to sue all of the addressees unless we responded
2 within 30 days with a commitment to rescind the resolution. They threatened to hold each
3 current and former officer individually liable. They demanded that the Co-op “(1)
4 recognize the mistakes it made in the course of adopting the Israel Boycott and Divestment
5 policies and (2) rescind these policies without the need for further action by us.” A true
6 and correct copy of the May 31, 2011 letter is attached hereto as **Exhibit K**.

7 21. The Co-op responded to Plaintiffs on June 30, 2011, expressing the desire
8 “to respond in a productive way” and, in order to do so, requesting explanations of how the
9 Board’s adoption of the policy allegedly violated the Co-op’s mission statement, bylaws,
10 or boycott policy, as claimed by Plaintiffs without explanation. The Co-op also reminded
11 Plaintiffs of their right to take the dispute directly to the members for a vote, by way of an
12 initiative petition. A true and correct copy of [description of document] is attached hereto
13 as **Exhibit L**.

14 22. Plaintiffs, through counsel, replied by letter of July 15, 2011, by continuing
15 to refuse to explain how the Board’s boycott resolution had violated the Co-op’s mission
16 statement, bylaws, and boycott policy, and to utilize the members’ right to initiative
17 petition and membership referendum. A true and correct copy of the July 15, 2011 letter is
18 attached hereto as **Exhibit M**.

19 I declare under penalty of perjury of the laws of the State of Washington that the
20 foregoing is true and correct.

1 DATED this 19th day of December, 2017 at Olympia, Washington.

2
3 

4 By _____
5 Harry Levine

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DECLARATION OF SERVICE

On December 19, 2017, I caused to be served a true and correct copy of the foregoing document upon counsel of record, at the address stated below, via the method of service indicated:

Robert M. Sulkin	<input checked="" type="checkbox"/>	Via Messenger
Avi J. Lipman	<input type="checkbox"/>	Via U.S. Mail
McNaul Ebel Nawrot & Helgren PLLC	<input type="checkbox"/>	Via Overnight Delivery
600 University Street, Suite 2700	<input type="checkbox"/>	Via Facsimile
Seattle, WA 98101-3143	<input type="checkbox"/>	Via E-mail

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

DATED this 19th day of December, 2017, at Seattle, Washington.

s/ Brooke Howlett
Brooke Howlett, WSBA No. 47899

EXHIBIT A



updates: celebrating 40 years of local!

BOARD OF DIRECTORS



Meeting Dates & Agenda & Minutes

The Olympia Food Co-op Board of Directors is elected by the membership. Any active member is eligible to **run for the Board**. There are also **Committees of the Board**, such as Finance, Member Relations, and Expansion, that Co-op members are welcome to apply for. Full duties of the Board are listed in the **bylaws**. The Board is eager to make themselves familiar and accessible to the membership. Feel free to contact them at anytime ofcboard@olympiafood.coop

Open Meetings Policy

The Olympia Food Co-op Board of Directors welcomes the attendance of active Co-op members at Board meetings* and at the Annual Meeting. The Board reserves the right to refuse admission to any person whose behavior is disruptive. Photography, video, or audio recording is only allowed with prior consent by the Board.

**Board meetings may include an executive session, which is closed to members in order to discuss matters requiring confidentiality.*

BOARD OF DIRECTORS

[link to the November 2016 vote](#)

Jim Hutcheon, Vice President
2 year term, 2017 - 2018



Jaime Rossman, Secretary
3 year term, 2017 - 2019



Casey Hook, Treasurer
1 year term, 2017



in this section

JOIN US

MEMBERSHIP

EMPLOYMENT

WORKING MEMBERS

BOARD OF DIRECTORS

Meeting Dates & Agenda & Minutes

Committees of the Board

Run for Board of Directors

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upcoming EVENTS & CLASSES

the full calendar

PROMOTIONAL ITEMS

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\$2.00

Endangered Species
Chocolate Bar
3 oz., selected varieties

download specials



David Coppley
3 year term, 2016 – 2018



Brian Frisina
3 year term, 2017 – 2019



Sam Green
3 year term, 2016 – 2018



Julianne Panagacos
2 year term, 2016 – 2017



Micheal Snow
2 year term, 2016 – 2017



Laura Kaszynski, Staff Representative



[link to the November 2016 vote](#)

Contact Us



Eastside Store
3111 Pacific Ave SE
Olympia, WA 98501
☎ 360.956.3870

Westside Store
921 Rogers St NW
Olympia, WA 98502
☎ 360.754.7666

Downtown Business Office
☎ 360.357.1106

Email Sign-up

Email address:*

First Name:*

Last Name:

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EXHIBIT B

D-262238
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of THE FOURTEEN OUNCE OKIE DOKE COOPERATIVE CLUB
a domestic corporation of Olympia, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of The Fourteen Ounce
Okie Doke Cooperative Club
% Debra Lutz
2627 W. 9th St.
Olympia, WA 98502
NON-PROFIT

Filing and recording fee ... \$.....
License to June 30, 19..... \$.....
..... Excess pages @ 25¢ \$.....

Microfilmed, Roll No. 1369

Page 028 - 029

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, **December 9, 1976**

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
THE FOURTEEN OUNCE OKIE DOKE COOPERATIVE CLUB

The undersigned, as incorporator of The Fourteen Ounce Okie Doke Cooperative Club, for the purpose of forming a corporation under the non profit laws 24.03 of the State of Washington, state:

I

The name of the corporation shall be The Fourteen Ounce Okie Doke Cooperative Club.

II

The term of existence shall be perpetual.

FILED

DEC 9 1976

SECRETARY OF STATE
STATE OF WASHINGTON

III

The purpose for which the corporation is organized is as follows: To educate people concerning food, nutrition, and cooperative enterprises by providing healthy low-cost food in a cooperatively run, managed, and owned storefront.

IV

The address of the initial registered office of the corporation shall be 2627 W. 9th. St., Olympia, Washington 98502

V

The name of the initial registered agent at the same address shall be Debra Lutz.

VI

The number of directors constituting the initial Board of Directors shall be three. The names and addresses of the persons who will serve as the initial directors are as follows:

- John Adams 1333 Overhulse Rd. Olympia, Washington 98502
- Carmela Courtney 1333 Overhulse Rd. Olympia, Washington 98502
- Fred Zell 1333 Overhulse Rd. Olympia, Washington 98502

VII

In the event of dissolution, the net assets are to be distributed to other non-profit organizations with similar interests and purposes as the Fourteen Ounce Okie Doke Cooperative Club.

VIII

The name and address of the initial incorporator shall be Greg Reinemer 1333 Overhulse Rd. Olympia, Washington 98502.

Greg Reinemer

On this 9th day of December 1976

Greg Reinemer

appeared before me and signed this document

John A. Ryan
Notary Public

residing in Olympia, Washington

2-262238-5
FILE NUMBER

DOMESTIC



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

of THE FOURTEEN OUNCE OKIE DOKIE COOPERATIVE CLUB
a domestic corporation of Olympia, Washington,
(Amending articles, changing registered agent and office to Beth Hartman, 921 N. Rogers Street, Olympia, WA 98502 and Changing name to OLYMPIA FOOD COOPERATIVE)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Beth Hartman
921 North Rogers Street
Olympia, WA 98502

NON PROFIT
Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

April 29, 1981

Microfilmed, Roll No. 1574

Page 048 - 050

RALPH MUNRO
SECRETARY OF STATE

APR 29 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following articles of amendment to the articles of incorporation:

- (1) The name of the corporation is the Fourteen Ounce Okie Doke Cooperative Club.
- (2) The following amendments to the articles of incorporation were adopted by the voting members of the corporation on October 6, 1980.

Article I. The name of the corporation shall be the Olympia Food Cooperative.

Article III. The purpose for which the corporation is organized is as follows:

1. To engage in the business of buying and selling food and other goods as a wholesaler and a retailer, including the rendering of services according to consumer cooperative principles;
2. to provide fairly priced, nutritious food and quality goods;
3. to educate members and the public in the wise and efficient production, purchase, and use of food, goods, and services;
4. to educate members and others in cooperative practices and structures;
5. to cooperate with other cooperatives, collectives, small businesses, and farms on a local and regional basis;
6. to promote ecologically sound lifestyles and eating habits, democratic, decentralized decision making, political self-determination, and economic self-sufficiency;
7. to engage in all such activities as are incidentally conducive to the attainment of the purpose of this corporation or to any of them and to exercise all powers now or hereafter permitted by the laws of the State of Washington for corporations formed under the Nonprofit Corporations Act, Chapter 24.03, or any successor statute.

Article IV. The address of the registered office of the corporation shall be 921 North Rogers Street, Olympia, WA 98502.

Article V. The name of the registered agent at the same address shall be Beth Hartman.

Article VI. The current officers of the corporation are as follows:

- President: Ellen Madsen, 4044 11th Avenue NW; Olympia, WA 98502
- Vice-president: James D. Seago Jackson, P.O. Box 7611; Olympia, WA 98501
- Vice-president: Cara Stiles, 4044 11th Avenue NW; Olympia, WA 98502
- Secretary: Robin Ostfeld, 13136 201st SW Avenue; Rochester, WA 98579
- Treasurer: Judy Lantor, 4124 11th Avenue NW; Olympia, WA 98502

Article VII. Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed in the following order of priority:

1. All debts shall be satisfied.
 2. The Board of Directors shall be responsible for determining the non-profit organizations to which surplus funds shall be given.
- (3) The ballot began September 8, 1980 and ended October 6, 1980. The total number of votes cast by the voting members was 87. Of those votes, 85 were in favor of the amendment. *A quorum was present at the ballot.*

Robin Ostfeld secretary

Ellen Madsen president

State of Washington
County of Thurston

The undersigned, a notary public, in and for the state and county above set forth, hereby certifies that on April 16, 1981, personally appeared before me Robin Ostfeld / Ellen Madsen, who, being by me first duly sworn, declared that she/he is the PRESIDENT secretary of the aforementioned corporation and that she/he signed the foregoing document, and that the statements therein contained are true.

notary Gail L. Dalhoff
for the state of Washington
Thurston city

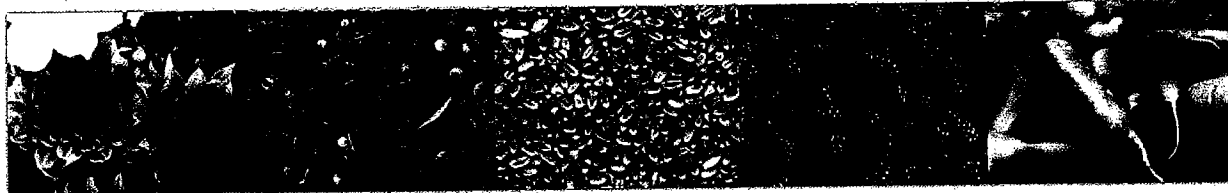
EXHIBIT C



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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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.

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

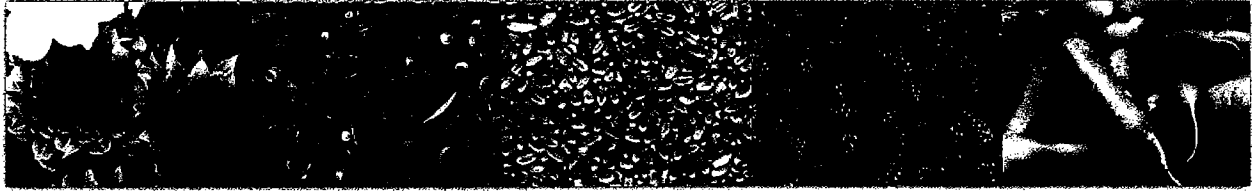
EXHIBIT D



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)

EXHIBIT E

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 F

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>	10 min
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 thorough 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*

EXHIBIT G

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 H

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 I

Olympia Food Co-op

Web Log of Current Events and Happenings at and around the Olympia Food Co-op

Sunday, September 26, 2010

Israeli-product Boycott: Next Steps

The Olympia Food Co-op Board of Directors is aware that members are awaiting information on the Board's process following the August 12th member forum. We apologize for the delay in providing this update.

This Boycott: After extensive discussion and airing of diverse opinions, the Co-op Board could not consent to rescinding the boycott.

The Co-op Board is working to clarify the language around what will end the boycott and has solicited diverse informed input.

The Boycott Policy: The Co-op Board is forming a sub committee to review the OFC boycott policy. This committee will include Co-op Board members, staff members, and Co-op members at large. The Board will begin taking applications from members who are interested in serving on the committee. Applications will be available on the website November 15th.

Community Involvement: The Co-op Board is considering the next steps for community dialogue and community involvement.

Member Vote: Representatives of the 'It's Our Co-op' group who solicited signatures on a petition outside of the stores have told the Co-op Board, that the petition was not intended to trigger a member vote. However, any member is welcome to propose a member initiated ballot process and should contact the Co-op board to begin this process. (board@olympiafood.coop)

at 1:13 PM

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EXHIBIT J

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

EXHIBIT K

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

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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.


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,



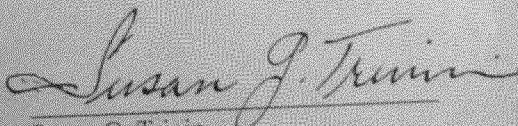
Kent L. Davis




Linda Davis



Susan Mayer



Susan G. Trinin



Jeffrey I. Trinin

EXHIBIT L

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 M

LAW OFFICES OF
MCNAUL EBEL NAWROT & HELGREN
A PROFESSIONAL LIMITED LIABILITY COMPANY

600 UNIVERSITY STREET, SUITE 2700
SEATTLE, WASHINGTON 98101-3143
TELEPHONE: (206) 467-1816
FACSIMILE: (206) 624-5128

ROBERT M. SULKIN

E-MAIL: RSULKIN@MCNAUL.COM

July 15, 2011

Via Certified Mail, Return Receipt Requested

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

Dear Ms. Genia:

Thank you for responding to our clients' letter of May 31, 2011.

Unfortunately, the Board's response is inadequate. You have failed to agree to rescind the Israel Boycott and Divestment policies and to follow the proper procedures to determine whether OFC should adopt these policies in accordance with its governing rules and principles. Instead, you have asked for a more detailed explanation regarding "how the Co-op's boycott decision supposedly violates the Co-op's Boycott Policy, Mission Statement, or Bylaws." With all due respect, this request is either disingenuous or strategic. In the year since the Board enacted the Israel Boycott and Divestment policies, without due authority and in violation of OFC's governing principles, the process by which they were enacted has been the subject of ongoing and vociferous debate in the OFC community. Through letters, emails, and discussion, numerous members have clearly expressed to the Board precisely "how the Co-op's boycott decision supposedly violates the Co-op's Boycott Policy, Mission Statement, or Bylaws." While you and your fellow Board members are free to disagree with those positions, you cannot seriously claim to be unaware of them.

Our clients have retained us because they are tired and frustrated by the Board's protracted refusal to abide by the basic tenets of a cooperative organization. Along with others, they have tried diligently and cooperatively to convince you and the Board to correct the procedural violations that led to enactment of the Israel Boycott and Divestment policies. Their efforts thus far have failed—but not from a lack of effort, reasonableness, or candor.

You propose as an alternative to litigation that our clients avail themselves of "the member-initiated ballot process." This suggestion is not well taken. It is the Board that failed to follow the procedural rules, and it is the Board's responsibility to take remedial action. It is neither fair nor justified to impose on our clients the burden of correcting errors that were not of

Erin Genia
July 15, 2011
Page 2

their making. Doing so would be tantamount to admitting the Israel Boycott and Divestment policies resulted from legitimate Board action, as opposed to procedural unfairness and disregard for the rules and principles of OFC. Our clients are responsible for neither the Board's original misconduct nor its ongoing refusal to take remedial action. They therefore respectfully refuse to take up your proposal.

In short, the Board has failed to satisfy our clients' demand. We will proceed accordingly.

Sincerely,



Robert M. Sulkin
Avi J. Lipman
Attorneys

RMS:ajl