

# Proposed Bylaw Amendments submitted by S. Rankin

To all GHC Voting Members (Founding and Class A Members):

The following bylaw amendments are submitted for your consideration at the 2026 Annual Membership Meeting. The current bylaws are available here: <https://ghcscw.com/wp-content/uploads/2026/02/Res-tated-Bylaws-20200928.pdf>. Page and section numbers referred to in these amendments may be found there.

Please note that this was drafted prior to the board making wholesale changes to the bylaws on March 19, 2026.

These changes are proposed to improve member democracy and increase co-op transparency.

## GHC Bylaw Proposals

**Due to the recent major changes, the first motion is to reject all changes to the bylaws made on March 19, 2026.**

Following that, the proposals that follow are for specific amendments to the bylaws as they existed until March 19, 2026.

Note: ~~Strikethrough~~ text indicates sections to be eliminated. *Italicized* text indicates new language.

**Page 2 Section 2.4 B.** ~~(2) The Board of Directors may confer Class A membership upon individuals not otherwise eligible to be Members of this Cooperative. The term of such Class A membership thus conferred may not exceed three (3) years, and there may be no more than eight (8) such Class A Members at any time.~~

Rationale: I am unaware of a justification for this section. It isn't to enable Practitioners to serve, as Membership is automatically conferred upon a Practitioner Employee upon election to the Board. (See Section 3.4 B on page 11.) There may have once been a justification to obtain specific expertise among Board Members. With a membership of over 70,000, this is no longer relevant. I propose eliminating Section 2.4.B (2).

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**Page 5 Section 2.7 C.** The Co-operative shall endeavor to have hold all regular annual Member meetings and all special Member meetings in person unless there is a bona fide public health reason or act of nature to hold a meeting virtually. If the Co-operative chooses not to have said meeting in person, the Board shall provide the Membership with a written explanation of the reason for this decision at the time of notice of any Member meeting or at the time of a declaration of public health emergency. Any meeting may be held in a hybrid format with both in-person and virtual participation. At all Member meetings, Members shall have opportunities to address the Board and Membership via open microphones.

Rationale: During the height of the pandemic, there was sufficient reason to hold meetings virtually. There no longer appears to be a legitimate purpose to do so, yet the practice continues. The current bylaw allows the Board to continue to deny Members voices without providing justification. At the most recent Annual Membership Meeting there was no opportunity for Member input or expression, as the meeting was virtual and microphones and cameras were turned off.

**Page 9 Section 3.3 A Nominations Committee:** There shall be a Nominations Committee consisting of seven (7) Voting Members of the Cooperative who are not current members of the Board of Directors. Not less than 120 days prior to the annual membership meeting, the Board of Directors shall solicit from all Voting Members written nominations for candidates for ~~three (3)~~ positions on the Nominations Committee. Candidates for the Nominations Committee must be either Founding Members or Class A Members of the Cooperative, and may not be current members of the Board of Directors. The notice of the annual meeting shall contain the names of candidates wishing to serve on the Nominations Committee in the following year. Each year the Voting Members will elect ~~three (3)~~ members of the Nominations Committee and the Board of Directors will appoint ~~four (4)~~ ~~three (3)~~ members of the Nominations Committee. All members of the Nominations Committee will serve one (1) year terms commencing in August of each year.

Rationale: Having the Board nominate and appoint the majority of the members of the Nominating Committee favors a self-selecting Board rather than a Board democratically elected by and representing the Members. The Board will still be free to provide information and advice to the Nominating Committee.

**Page 11 Section 3.4 B.** The Board of Directors need not submit more than one (1) name of an eligible Practitioner Employee must submit at least two (2) names of eligible Practitioner Employees to the Members for election as a Practitioner Employee Class Director. A person so elected shall be deemed to have been conferred with membership in the Cooperative for the term of service as a Director.

Rationale: If only one name is submitted, the Board has effectively bypassed the Membership and appointed a Director, as a single vote would be enough to elect someone. Note that this section also confers Membership upon this person, which appears to render Section 2.4 moot.

**Page 15 Section 3.10.** ~~The meetings of the Board of Directors may be held inside or outside the State of Wisconsin as shall be determined by the Board of Directors shall be held within the service area of the Co-operative.~~

Rationale: Since the meetings must be held at “at a regular time and place each month [and] are open to all Members of this Co-operative” (Section 3.5. A, page 12), to hold them outside of the state would either have to be a regular occurrence or would be a violation of this other section. Since they have to be “open to all Members”, the only purpose I can see to holding them outside of the state would be to circumvent that requirement. Merely specifying “inside the State of Wisconsin” still allows them to be inaccessible. While holding them in Madison might make the most sense, holding them within the area served seems to be a bare minimum requirement.

## **Page 18 Section 5.4.B** By Board of Directors

~~These bylaws may also be amended by an affirmative vote of a majority of the Board of Directors at a regular or special meeting at which a quorum is present, provided a statement of the nature of the proposed amendment is included in the notice of the meeting. Any bylaw amended by the Board of Directors shall be reported at the next regular member meeting. Any such bylaw shall be at any time subject to amendment or repeal by the Voting Members.~~

Rationale: State law (Chapter 185.07 Bylaws) states that “bylaws may be adopted and amended only by the members unless the members adopt a bylaw which permits the board to make and amend specified bylaws.” (emphasis added). Section 5.4.B does not specify any bylaws. State law does grant the board emergency powers to amend bylaws. They are effective only in an emergency. It is clear that the state intended to give members, and not the board, the authority to write bylaws. Section 5.4.B violates at least the intent, if not also the letter of the law, and should be repealed.