

Tuesday, September 30th, 2014—After Sep 22nd meeting, Pat begins recruiting possible Board member applicants. She does an excellent job and recruits 7 candidates for the special election.

But the election is not to be—the Board ends up cancelling it! This string runs up to November 6th, when Geoff Wolf, Board president, sends out “legal letter” to Root & Pat & “all Petitioners” cancelling the Dec 3rd vote because our petition was determined not to be a “proper issue” for a special meeting, even though earlier their attorneys determined otherwise and hence the Dec 3rd vote meeting was set. We decided not to reply or respond to anything the Board is doing; clearly they are driving their own agenda and do not see this as a “co-op democracy issue” with which they need concern themselves.

In time-chronological order (not reverse email reply order)

Date: 9/30/2014 1:09 PM [Tuesday, 8 days after Monday the 22nd Board meeting]

From: Pat

To: Stanley Michael [Pat’s contact with possible DNF Board nominee]

Subject: DNF 9-22 Board Meeting and 9-29 Nomination Committee Meeting

Hi Stanley,

We very much appreciate your support and willingness to serve on the DNF Board.

I chose to wait to email you after I had attended the nomination committee meeting yesterday, 9-29-14.

Now I want to relate a summary of the 9-22-14 DNF Board meeting at the Rec Center. Basically it was a meeting during which the board’s two lawyers defined the DNF current bylaw requirements. The results were 1) the board chose Dec. 3rd as the date of the special meeting and election during which there must be at least thirty active DNF members in attendance for a quorum and the vote will continue ten days, 2) a third party, possibly an accounting firm or League of Women Voters, will be selected to handle and count the ballots, 3) it was stated that the ballot will consist of two parts: the recall vote and the new board nominations which will be selected from both sides, pro and con current board and 4) a volunteer nomination committee of four was chosen, of which I am a part.

If the recall passes, the newly elected board will immediately replace the existing board. If the recall fails, the current board will complete each of his/her term until the normal election in April 2015. Three vacancies will need to be filled at that time; the expired board members will be Geoff Wolf, Paul Kosnik and Robert Fitts. You, Stanley, may also run again at that time, if necessary and if you so desire.

At the end of the meeting, board president, Geoff Wolf, allowed the last fifteen minutes for new business and members’ comments or questions. The board mainly listened and gave little comment.

I will meet with the nomination committee every Monday in October and will update you as needed.

Pat Blair

Date: 10/1/2014 10:56 AM [Wednesday, 9 days after Monday the 22nd Board meeting]

From: Root

To: Pat
Subject: RE: DNF 9-22 Board Meeting and 9-29 Nomination Committee Meeting
[Root received Pat's forward of her response to Stanley and update on meeting and nomination process]
Got this one Pat. Are you going to send out your meeting summary to the 205? I think you should; also encouraging people to step forward to help on a new board. Good luck on all of it.
Best wishes,
Root

Date: 10/4/2014 12:40 PM
From: Pat
To: Root
Subject: Any additional DNF Board nominees?

Hi Root,

I have contacted Stanley Michael and Naomi Serna concerning their interest in running for the DNF Board. I recorded the names of five others while I collected signatures and just asked for their confirmations a few minutes ago. Do you think Pat Hartman is interested? Are there other people I should contact?

Who are the people that withdrew their names from the petition and email lists? Is Dan Randolph one of them?

The nomination committee consists of Paul Kosnik, (board lawyer), Caroline Moller (DNF accountant) and Dan Randolph, (pro board) and me. The "updated" board information packet will be emailed to the members including the board application on Mon., Oct 6th. (They pretty much ignored my edit suggestions.) The application deadline will be Oct. 24th.

I am not applying for a board position. Am I correct in assuming that you still do not want to run?

Thanks again for ALL your efforts.

Pat

Date: 10/4/2014 4:18 PM
From: Root
To: Pat
Cc: Kim & Guthrie
Subject: RE: Any additional DNF Board nominees?

Hi Pat,

Thanks for checking with me for some input. First Pat, did you send out a meeting summary blast to the 205, because I'm on that list and never got anything, except something you later forwarded to me? That worries me, because if you did and I didn't get anything, perhaps you don't have your list set up properly; who else didn't get anything? First, please check that my name and email is in the 205 list, I don't know why it wouldn't be; and then have Stephen (or Kim or someone who is really tech-savvy) go

over how you have it set up and how you use it. You've got to know if/when it goes out if it reaches everyone. You can't just assume that.

I would suggest that you send something out soon to the 205 regarding running for a Board position; but this time with some spark and enthusiasm. Right now, in my opinion, our group needs inspiration and enthusiasm, that the future of DNF needs them, more than matter of fact info. I've said this before more than once, and I'll say it again: They need leadership, and you're it, Pat. I've tried to engender not only factual information, but to inspire with spirit and enthusiasm in my writing; along with giving them the ammunition and fire power to expose and take on these lying deceitful Board people, who either do nothing useful and helpful for DNF; or they try to sabotage it and get rid of it. Currently, as it still stands in many people's minds (at least the Board supporters and their minions), we (Root and Pat and the petitioners) "blew it" by derailing "an incredible" opportunity, still being spewed by the disgraceful letter from Forleo and again at that last Board meeting, and Geoff's recent "we're really nice people; while the others have put out lies about us" letter to the Herald. They've never been forced to be held accountable, Pat; which is one of the core principles upon which our co-op organization stands—accountability. They just ignore it and get away with it. Let's face it; they are entrenched and hold the power of the narrative by default from their formal Board positions.

I don't recall who Pat Harman is or if he or she was/is interested, but the name seems familiar. I also don't know who else might be interested, other than the few who have written me and I passed on to you. What about Marty? He's an oddball, but seems very committed to DNF and I thought expressed his deeply felt concern over Kim's firing quite well at that last meeting. If it's just a Board of 7 well-meaning people who want good things for DNF, he could be a good addition. Anyway, it sounds like quite a job to find 7 just to get on the Board, without ever having informed our 205 about what we knew and still know. I wish you luck on that. I think there were only a couple of people who early on asked to have their names removed; Randolph wasn't one of them as I believe he was against it from the start.

The nominating committee is certainly stacked, 3 to 1, against our side; I'm sure the 3 of them will gather in lots of nominees, either current Board people or others. Unfortunately, no one has ever had to "come clean" against the facts we held, so I don't know how this will play out. At a minimum, if you don't send my document out to the full 205 before the nomination closes, or at least by Dec 3rd election, every one of our Board candidates should certainly get it for at least two reasons: They deserve to know the truth if they're running for the Board against this cabal of incumbents (a new title might be: "*You deserve to know the truth about the DNF Board*"); and they deserve to see and read my ideas about a modern Board structure that would actually serve the improved functioning of DNF and the Board's role in that. My piece is also inspiring in that it takes on "wrong" and proposes an approach to managing DNF that is well thought out, healthy, modern and "right". Besides, the *Herald* has the core documents; and you've personally showed them or described them to several people during the signing—it's already public in an odd sort of way; but not available to our core supporters.

I will be on a trip to Seattle, as I mentioned before, so will not be back until about a day before the Oct 24th closing (why is it so short a period for nomination?). I expect you to be outnumbered and for them to ignore your suggestions, because they hold little respect for you, if not outright hatred for causing them to stand for a vote of no confidence and new elections. You will really have to work at getting out the same 205 all over again, just to get this Board fired. Not having been able to convince you and Kim as to the power of publicly exposing them and pressing them on the facts, as I had done in my last letter-report, their lies continue to stand; stand in meetings, the media, and simply general conversation, certainly amongst their own supporters. I'm sure they will now take the offensive and put

you on the defensive as being inappropriate, while costing DNF a whole lot of money unnecessarily—after all they're just good honest volunteers trying to do what is best for DNF; and they still hold the presumption that's what their "great opportunity" was all about for DNF. What will it look like if, with momentum now lost, you aren't even able to overcome a few charged supporters of the Board to get them fired; or even if you can do that, but can't muster new Board members who are not already aligned with the old Board's "narrative?"

So, Pat, under the strategy that you are now operating from I have no interest whatsoever in running for or being on the Board at this point. But I do hope "our side" wins big; and if you and Kim were to gather the courage to expose the truth to all 205 with the Board and media in the loop, our nominees might have a chance by making it an election issue—the *why* of it all. But, without that, at this point I think there is a high risk "we" will now just come across as some "poor loser complainers," who "should have dropped our petition." If you all have a shift in strategic thinking, you can still use my piece as a central alarm and motivator for the 205 "to stay involved" through this process. Whether to use it is a strategic question; when and how are more tactical but very important. I am asking Kim here to send me her editing comments and extended timeline, she said she would after a 2-3 week respite, so I have it when I get back. I will then update that section of the wording. And if you want to send it out as really the only counter you have; I would be willing to rephrase some of it to fit the election context, and its importance, but not willing to delete any content. It's your choice.

Sorry I can't be more positive for you Pat; but these are my candid thoughts. We either go for it fully to win; or meek out as milk toast and see our effort simply fade away due to lack of importance in people's minds... with the narrative fully in control of the current Board.

Best wishes,
Root

Adding cc's: Kim, Guthrie (and you need to widen your group of people, like the Gordon's and others, who "get to" have and read my last piece)

Date: 10/7/2014 4:23 PM

From: Board

To: DNF Members

Subject: Board of Directors Newsletter [announcing Dec 3rd vote meeting; call for nominations]



Board of Directors

Member-owners will be voting on December 3 whether to retain the current Board of Directors or replace the Board with seven new Directors. This is due to a petition to remove

the current Board of Directors. The DNF Nominations Committee is seeking member-owners interested in serving on this potential new (replacement) Board of Directors.

Interested in learning more?

Pick up a Board Nominations packet at the register in the store or [click here to view and print the application](#). Completed Nominations applications must be placed in the Nominations Box in the front of the store no later than Sunday, October 26th at 9:00pm.

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575 E. 8th Ave.
Durango CO 81301

Date: 10/13/2014 [4:05 PM](#)
From: Victoria [Board Secretary]
To: Pat
Cc: Root, Brain, Geoff
Subject: Re: upcoming DNF BoD meeting [This time the Board proactively seeks to accommodate members]

Pat,
We are currently planning on holding the upcoming BoD meeting at the DNF office. It can accommodate ~ 25 people. If you are anticipating a large member/owner turn-out, please let me know asap so I can make other arrangements.
Thank you,
Victoria

[Note: See Board meeting notes set, 10-20-2014 meeting—Nomination period extended to Oct 31st]

Date: 10/27/2014 [12:50 PM](#)
From: Brian Gaddy, DNF GM
To: DNF Member/Owners
Subject: Member/Owner Newsletter
[Deadline for Board applications extended to Oct 31st; Brian pitches for the Board; indicates how difficult it would be to “indoctrinate” seven new Board members into “the ways of the Board”, so best not to vote them out (which also might directly affect his job status)]

[Crucially: Also note in their announcement below that this is the first time we see the DNF GM or the Board use its new moniker for Durango Natural Foods Co-op, “**DNFC**”, rather than the “**DNF**” everyone has used for 40 years. The issue of changing the name of our organization comes up again with no explanation in scanty notes from the January 19th, 2015, Board meeting minutes:

January 19th Board Meeting: New Business:

Member Request to Consider a Name Change: Vote starting with annual meeting in conjunction with Board elections: should the name be changed or not? Start PR with annual meeting.

Their new “DNFC” moniker is all over the April 2015 Board Election Packet as well. What does this mean? Is this Board trying to reposition who DNF is in the minds of people after we had such a successful petition drive? A Board that tried and failed to sell DNF is now trying to change its name and image? Why? Are we moving toward something akin to “Durango Natural Foods Corporation (DNFC)”, where this or some future Board decides that, “Well, since we couldn’t sell it as a co-op; maybe we should just privatize it into a corporation?” The profound question remains: Who does DNF really belong to? The law firm invoice indicates that this Board actually pursued the angle of whether or not the DNF members actually own DNF. Why is this Board trying to change our image? How safe is DNF from a hostile takeover? This is what our petition was about and why it obtained 205 signatures—with active current owners of over 14% of the membership.]



TO OUR MEMBER/OWNERS

Deadline extended for accepting [Board Member Applications](#) is Friday, October 31st

Letter to the Membership of Durango Natural Foods Co-op

From the General Manager

October 17th 2014

The Board of Directors (BoD) of Durango Natural Foods Co-op (DNFC) brought to the membership the proposition of merging with La Montañita Co-op (LMC) of Albuquerque. Moving forward with the merger would have required a DNFC member vote.

In early August, the BoD notified the DNFC membership of the merger proposition via email. At an August 19th 2014 DNFC Board meeting, the BoD set aside all board business and allowed the members of DNFC to voice their

questions, comments, and concerns. Some members spoke out against the merger and some spoke in favor of it, and some wanted to discuss it and learn more about it. On August 20th 2014, Terry Bowling the General Manager of LMC pulled the merger offer "off the table", due to the resistance from some members as well as petitions in opposition. Both the DNFC BoD and Terry Bowling had said previously that they would not move forward, if members were opposed. It had to be a good fit for both co-ops, in order to proceed. Co-ops are guided by seven principles, the second of those being democratic member control. The BoD and the DNFC staff truly appreciate and encourage member involvement.

There are some members who would like to remove the DNFC BoD due to the merger proposal. We also have some members who would like to continue the merger conversation so that we can fully understand the pros and cons. The members who would like to remove the BoD started a petition to ask the BoD to resign. Our by-laws require that we maintain a seven member BoD. If we remove the current BoD, the membership must vote to replace all seven directors. Now we have a vote set for December 3rd 2014 at 7pm where the members will vote to keep or remove the current board members. This vote will continue for ten days with a ballot box in the store.

It is often said that it takes about a year of being on the board to understand policy governance and how the board operates. If we replace the current BoD with seven new members, this could be a difficult transition that would set the co-op back significantly.

None of the DNFC Board of Directors violated any laws, nor have any of them broken any DNFC policies. There is no cause for removing any of the BoD, and doing so would make things more difficult for DNFC. We will have a BoD election in April 2015. This would allow anyone interested in becoming a board member, six months time, to attend meetings, sit on committees, be an alternate and get a feel for it. Then come April, we would have some nominees that have a better understanding and feel for the board, and the transition would be much smoother and less traumatic. We would not have to find and train seven new directors in a hurry. The BoD and myself encourage members to participate and run for the board.

We have a Board Meeting on November 17th, and I encourage everyone to attend. I am very excited and pleased to announce that at this meeting, we will have a special guest speaker, CE Pugh the Chief Operations Officer of the National Cooperative Grocers Association (NCGA). The NCGA is a cooperative of food co-ops nationwide, of which Durango Natural Foods Co-op is a

member. The NCGA assists food co-ops in optimizing operational and marketing resources, strengthening purchasing power, and ultimately delivering more value to co-op owners and shoppers. This meeting will be held at the Durango Public Library, November 17th from 5:30 to 7:30.

Here are three easy ways to show your support and love for Durango Natural Foods Co-op:

[Note: There was no “three-easy ways” listed in the message content]

I would like to offer my gratitude to all of the co-op member-owners!

Brian Gaddy

General Manager

Durango Natural Foods Co-op

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575 E. 8th Ave.
Durango CO 81301

Date: 10/27/2014 2:11 PM

From: Root

To: Pat

Cc: Kim, Guthrie

Subject: How many candidates do we have? FW: Member/Owner Newsletter

Hi Pat,

I was wondering as I read this new announcement how many candidates “our side” has to this point, whose names have been nominated for the Board. Who are they?

Root

Date: 10/27/2014 3:28 PM
From: Pat
To: Root
Cc: Kim, Guthrie
Subject: RE: DNF update

Hi Root, Kimberly and Guthrie,

I just came from the DNF nomination committee meeting. All seven candidates running are from our side. The email Brian just sent was out of date except for the application deadline extension. He had intended to have the deadline reminder sent out earlier, but due to miscommunication with Brett, it didn't happen. As a result, he suggested the deadline be extended. It helps us because one of those now running wants to shift from being a nominee to helping with special events instead and another, with strong business skills, is going to submit her application tomorrow or so. All is good. The nominees are the following: Laura Hugel, Toby Lane, Stanley Michael, Naomi Marty, Augustus Dideles, Meghan Robinson and Christy Cook. Debra Wambaugh wants to use her talents in special events.

Two current DNF board members have already stepped down (Debra and Colleen). Let's suppose that even if the December recall vote fails, five new board members will need to be voted on in April (replacing Geoff, Robert, Paul, Debra and Colleen). That's five out of seven. The complete turnover of Jim and Victoria will happen April 2016 or approx. one year away. Change is happening either way.

Thanks again to each of you for your efforts on behalf of all the DNF members!

Pat

Date: 10/27/2014 4:36 PM
From: Root
To: Pat
Cc: Kim, Guthrie
Subject: RE: DNF update

This is really good news, Pat. Thanks for all your efforts to pull together a set of viable nominees for the board. Were they all on our 205 list?
Root

Date: 10/27/2014 9:22 PM
From: Pat
To: Root
Subject: Re: 205 List

All are of the same opinion as us; I think most are from the 205 list but I would have to double check. I asked people with business, leadership and communication skills. I am not sure Christy Cook was available to sign the petition but she is very supportive and runs her own business. So far so good.

Pat

Date: 10/27/2014 5:45 PM

From: DNF Board

To: DNF Members

Subject: Board of Directors Newsletter [announcing application deadline extended to Oct 31st]

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Board of Directors

Deadline extended to Friday, October 31st

Member-owners will be voting on December 3 whether to retain the current Board of Directors or replace the Board with seven new Directors. This is due to a petition to remove the current Board of Directors. The DNF Nominations Committee is seeking member-owners interested in serving on this potential new (replacement) Board of Directors.

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575 E. 8th Ave.
Durango CO 81301

Date: 10/31/2014 1:43 PM

From: Pat

To: Root

Cc: Kim, Guthrie

Subject: Re: DNF update [Pat pulls together a team of 7 applicants before Oct 31st closing!]

Hi All,

Update—Debbie Wambaugh has decided to run and Christy Cooke has decided not to run at this time.

We are good with the necessary 7.

Pat

Geoff Wolf & Board Subterfuge with respect to Dec 3rd Board replacement election—was this their fallback plan all along?:

After already having their attorney's (the same law firm that they hired to prepare the sale of DNF to LMC) examine the Bylaws and our petition, who then spoke to the members attending the Sep 22nd Board meeting where it was decided the petition qualified to call a new special election, which would be held Dec 3rd, Geoff and his Board decide to call it off less than a month before this election. Once they saw that we actually could and did get 7 members to apply, they knew they were about to become short-term toast. The "Legal review of petition to remove Board of Directors" blast below demonstrates how weak co-op democracy is even when 205 people align with a democratic action—signing a petition to have the Board removed; keep both Brian and Kim on in their same positions for stability; and to not do any further damage... none of which we ended up achieving—what do we do if they simply ignore it and hide behind "a legal (their) interpretation" of the phrase "proper issues". They don't even say where their legal review and advice came from, so we assume it's the same law firm from the start.

Geoff Wolf, Board President writes:

"We stated in our correspondence September 11, 'Only proper issues will be considered during the [Dec 3rd] meeting.' The following issues are not in compliance with the Bylaws and are therefore 'not proper'..."

And, taking complete charge of everything around the petition, he now gives us three days to respond to their letter. Of course, we choose not to respond at all. It's their game now, and they control it completely.

Think about it; this is what co-op democracy *actually* looks like. Without a member takeover of the co-op in the April 2015 election and a complete re-write of the Bylaws, the future of DNF as a locally owned, democratically run and managed co-op looks pretty shaky. We are not safe until this happens.

Date: 11/6/2014 2:16 PM

From: Geoff Wolf, President, DNF Board of Directors

To: Root, Pat and Petitioners [unclear if/how they translated our paper signatures into their own email list of petitioners; so questionable as to who all actually received this message]

Subject: Legal Review of Petition to Remove Board of Directors

Dear Root, Pat and Petitioners (via Bcc),

The following email is in regard to the petition that was recently submitted to the Board of Directors (BOD). The consideration of and process for the submittal of petitions is authorized and guided by DNF's bylaws. After receiving comments from Owners, the BOD requested a legal review of the content and validity of the petition under the bylaws. Legal review was necessary and prudent to ensure all Owners' rights were being protected and to ensure there was no violation of the bylaws.

The legal review concluded that the petition failed in multiple ways to comply with the bylaws. As a result, none of the issues presented in the petition can be validly considered by the Owners on December 3. The BOD is providing the legal review by attachment here and seeks to cooperatively address the current issues through mediation, as required by the bylaws. We have asked for response to our letter within three days.

The BOD requests the support of Root, Pat and all the petitioners in cooperatively resolving all issues.

Cooperatively Yours,

Geoff Wolf
President
DNF Board of Directors

[See the legal review identified as the 11/6 entry in the table list of communications.]