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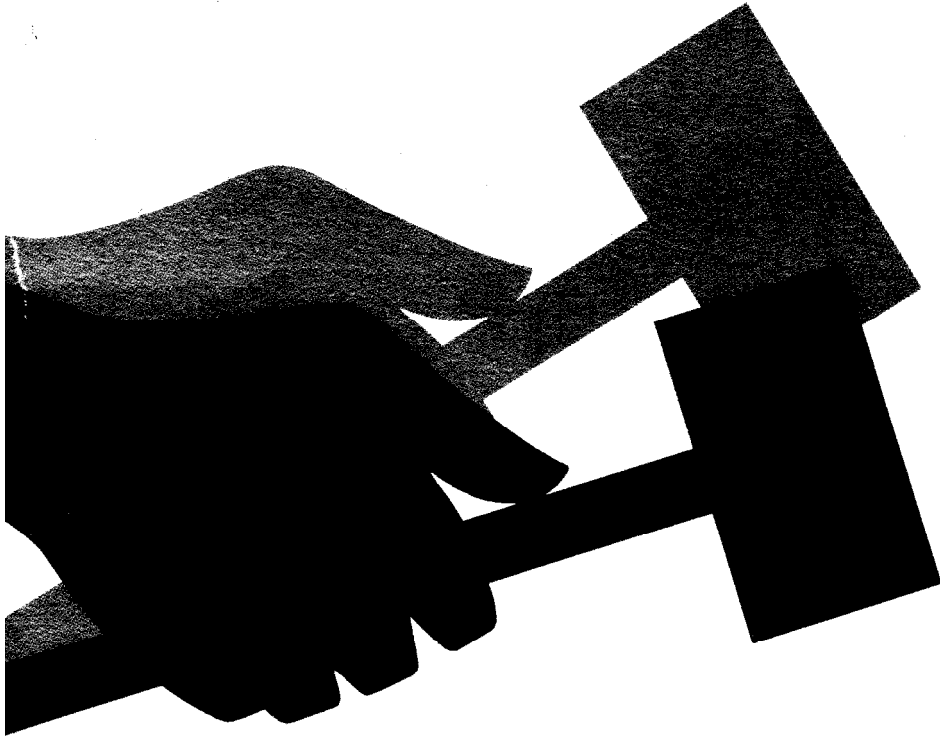


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Cooperative  
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Cooperative  
Information  
Report 21

# Organizing And Conducting Cooperatives' Annual Meetings



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## Highlights

Holding a successful annual meeting requires planning ahead, getting members to help, and then carrying out the plans. The time and place have an important bearing on the attendance. Most of the activities discussed in this publication have been found to be basic in building and maintaining sound membership understanding, as well as good community relations. Other activities provide variety and balance to the annual meeting program.

A well-balanced annual meeting program consists of three basic ingredients: business, information, and entertainment. It also should provide some opportunity for visiting among the members. This can be done during the meal hour or at refreshment breaks if these are included as part of the program.

Conducting the business phase includes such legal matters as nominating and electing directors, receiving management reports, and voting on Articles of Incorporation, bylaw changes, and other cooperative matters.

The information or education phase uses such techniques as illustrated talks; charts, slides, view graphs, and videotapes; panel discussions; question-and-answer periods; special speakers, and crop, livestock, and product demonstrations. Keeping members and management informed is a continual two-way process; thus the annual meeting can serve as the cooperative's major educational event.

Adding variety to the meeting may involve serving a meal or providing entertainment. Entertainment could include music or theater talent, quiz contests, films and videotapes, or motivational or humorous speakers. An important factor in getting out members is to have something of interest for the entire family. Activities that make members feel welcome will help to ensure their continued attendance.

Numerous devices can be used to announce and publicize the annual meeting. Among these are official notices, correspondence reminders, posters, newspaper articles, radio

and television announcements, and word-of-mouth publicity. If the cooperative mails billing statements on a monthly basis, this is an economical source for a formal annual meeting notice.

Once the details are carefully planned and delegated, the actual staging of the meeting is much simpler.

The presiding officer should keep the meeting moving, preside with fairness and impartiality, maintain parliamentary order, and encourage questions and comments from the members. A detailed step-by-step program is helpful for guidance. (See Appendix C.)

Postmeeting activities should include preparing newspaper stories, a **followup** message to the members, thank-you letters to those who helped, and a frank appraisal of the meeting as a guide to the future. Planning for the next meeting should begin immediately.

# Organizing and Conducting Cooperatives' Annual Meeting

The annual meeting is the highlight of a cooperative's year. It is the time when management gives an accounting to members and when members-as joint owners-express their views to the manager, directors, and employees. Summed up, the annual meeting is—and should be viewed as—the major cooperative educational event of the year.

Cooperative bylaws require an annual meeting. Every manager and director wants a good one. Successful meetings don't just happen but must be planned and executed in detail. When this is accomplished, the annual meeting program can be important in stimulating goodwill and building membership understanding.

This report offers helpful suggestions to cooperative managers and others responsible for annual meetings. It is directed primarily to associations that operate locally and that invite the entire membership to the meeting. Many suggestions, however, will also be useful to regional organizations whose annual meetings are attended by delegates.

A cooperative's annual meeting can range from being a routine formality to being a lively and memorable event. It may require a frantic last minute scurry to round up a quorum, or to locate enough chairs to accommodate the crowd. The kind of meeting that develops is almost entirely in the hands of the board of directors, the manager, and employees.

If the annual meeting is held simply to comply with the bylaws, there is little chance of its being anything but drab and monotonous. If it is held in the proper cooperative spirit as a yearly occasion when members and officers get together to discuss operations and future plans, results can be rewarding.

## **WHY HOLD AN ANNUAL MEETING?**

The official purpose of the annual meeting is to review the program and the business of the cooperative for the past year, to elect officers, and to plan future activities. An annual meeting is a legal requirement.

The order of business is generally outlined in the association's bylaws. It includes reading the minutes, presenting annual reports of business operations, and of officers and committees, electing directors, outlining unfinished business, and suggesting new business.

Each program should provide for participation by the members and other interested persons. This basic principle should govern all annual meeting planning.

The annual meeting gives members a chance to ask questions and offer suggestions. It provides management the opportunity to explain and discuss operating policies and listen to member comments.

Management has an opportunity to instill more firmly in the mind of each member these thoughts: "This is my association. I share in its ownership and control. It is being operated for my benefit. I have a direct responsibility for its success."

Members exercise control of the cooperative at the annual meeting by electing their directors, receiving and accepting the reports of their officers, contributing comments and suggestions on the conduct of the business, and voting on articles of incorporation or bylaw changes, resolutions, and matters of policy.

### **Electing Directors**

Election of capable directors is the first of the members' democratic privileges and responsibilities. Generally, the bylaws provide that directors be elected by a vote of members at the annual meeting. It is through the power to elect directors that members exercise general control over policies of the association. This is a vital part of the annual meeting,



and every precaution should be taken to ensure a fair and intelligent selection.

Election of directors is of prime importance because the corporate powers of an association are vested in them. They collectively possess all the powers that the association has under the law. They determine, either expressly or by implication, the acts to be performed and the plans and methods to be followed by the officers, agents, and employees of the association.

## **Reports of Officers**

The annual meeting provides an opportunity to bring members up to date on the progress of their cooperative. It is the logical time to review and analyze the past year's business, to discuss economic and business trends, the volume and costs of operations, and the financial condition of the business.

Members are entitled to know all the pertinent facts concerning their organization. Properly presented and intelligently discussed, annual reports are a basis of mutual understanding between management and members. The use of **well-**chosen pictures, charts, slides, and overheads helps members grasp the highlights covered.

Annual reports can also serve an additional purpose. "An analysis of the entire cooperative organization is frequently refreshing," points out one manager, "even to those who have been in the association for many, many years."

Those who have worked with the organization and have done their part toward helping to build it assume that every member of the association is equally well informed regarding these matters. But the story must be told over and over for those who are not fully aware of the nature of the cooperative's activities.

Highlights of the cooperative's business must be publicized for the entire membership, but particularly for members and their families attending for the first time.

## **Questions and Suggestions**

Contributing suggestions and asking questions is an important phase of membership participation-particularly at the annual meeting-and members should be encouraged to do so.

It may be desirable at times to submit certain questions to a direct vote of the members. A preparatory step, of course, is to supply them with adequate facts on which to base a decision. Whether a vote is taken, members are entitled at all times to a voice in matters under consideration.

It is not possible to anticipate all questions members will ask. Some may want to know more about the organization's capital structure or its operational policies. Others may want more details concerning operating costs. A number may have heard rumors critical of some aspect of the cooperative and need to have the matter clarified. The annual meeting gives members an opportunity to bring all such matters before the association for discussion and clarification. The workshop sessions discussed later are a distinct aid in this direction.

Cooperative information is not a one-way street; it is a give-and-take proposition. Much progress in cooperative organization and practices has come about as the result of practical suggestions by members.

It should be anticipated, of course, that in general discussions the members' opinions may differ and occasionally heated arguments may result. These need not be harmful and, with careful handling by the discussion leader, may be beneficial. Airing grievances and bringing to light any smoldering dissatisfactions may avoid a more serious conflict later.

It is much better to have problems and weaknesses of the association discussed in the meeting hall than to have them argued on the street corner and across the back fence.

## **Articles of Incorporation and Bylaw Changes**

Voting on amendments to articles of incorporation or bylaws and other organization papers is often necessary. Changing

economic conditions, or merely the growth and expansion of the business, may make it desirable for an association to change or amend its organization papers. After the required notification, changes are usually considered and voted on by members at the annual meeting.

The organization's bylaws must be kept abreast of current practices and to neglect them can lead to serious difficulties. Directors should anticipate the changes and recommend thoroughly considered amendments.

Proposed amendments should be publicized in advance of the meeting, along with supporting arguments. This is much better than to have some hurriedly conceived action spring from the floor.

Legally, an association cannot engage in any activity, handle any commodity, or perform any **service unless** authorized to do so by its articles of incorporation. Through its bylaws, an association regulates its voting procedure, sets the time and place of its annual meeting, and regulates transfer of its stock from one person to another.

Through its **bylaws**, an association may also provide for use of a contract or marketing agreement, outline the manner in which services are to be provided, and specify the procedure for accounting with members. These bylaw provisions may need to be changed from time to time.

## **GUIDES TO EFFECTIVE PLANNING**

Successive steps to an effective annual meeting are so simple they are often overlooked. They involve prompt planning, members' assistance, carrying out the plans, and arranging the time and place.

### **Timely Planning**

Prepare an agenda on the program for annual meetings. The agenda is distributed at the door to participants.

Annual meeting planning could be accomplished by a member committee, whether elected or appointed. Advance planning is the key, and without it, there is usually wasted motion, or no action at all.

Almost as important as the planning itself is the time when planning is started. This must be done weeks-even months-in advance of the meeting.

Detailed plans cannot be developed overnight. Qualified speakers can seldom be found at the last minute. Whether to serve a meal must be decided. Arrangements for a comfortable meeting site with ample seating, visual equipment, charts, and other essentials cannot be put off until the day of the meeting.

Responsibility for this planning rests with the manager and directors. Their planning must include arranging the time and place, building the program, getting out the crowd, and staging the meeting itself.

Stated another way, the four essentials of a good meeting are adequate facilities, a stimulating and well-balanced program, a large representative attendance, and membership participation. A meeting that fails in any of these respects cannot be entirely successful.

The four general phases of the planning-as well as the four essentials of a good meeting-are interdependent. Although these are discussed separately in the following pages, the officers and directors should tackle them together.

## **Getting Members To Help**

Like other responsibilities of officers and directors, planning the annual meeting is a job that may be delegated in part to the members themselves. The more members who feel a personal responsibility in making the meeting a success, the more successful the meeting is likely to be.

To help plan and carry out the meeting, the board president may appoint a number of special committees to work

with the association's officers and directors. Among these could be program, attendance, meal, entertainment, and nominating committees.

A leader for each committee should be named. The jobs to be done and the order in which they are to be accomplished should be listed in detail and discussed with each leader.

In some larger associations covering wide territories, local annual meeting committees have been appointed in each district to contribute suggestions and contact members.

## **Carrying Out Plans**

To carry out plans requires listing step-by-step the many jobs that need doing, assigning various tasks to specific individuals or committees, and, finally, following through to see that all plans are translated into action.

Since timing is so important, it helps to develop a calendar of things to be done. Appendix A contains a suggested outline.

## **Arranging Time and Place**

Time and place must be decided first in planning the annual meeting. Both have considerable bearing upon the number of persons who can or will attend. Often, the association's bylaws name the general time and the place, but with enough latitude to permit some choice, concerning the actual meeting site.

## **MEETING TIMES**

The day and hour should best suit the convenience of members. More people will be likely to attend if the meeting is held during the slack season. Generally, this time is stated in the cooperative's bylaws and usually calls for the meeting to be held soon after the close of the year's operations.

Because timing affects attendance, the bylaws should reflect a most suitable time for members.

## **MEETING PLACE**

The meeting site should be conveniently located, have adequate seating capacity, and be comfortable from the standpoint of heat, light, ventilation, and other arrangements.

Surrounding conditions and attributes of the room itself should be considered. Outside disturbances divert attention and detract from the success of the gathering. Avoid nearby athletic events, traffic noises, building construction, and annoying distractions.

Parking and accessibility by public transportation are important.

Adequate seating capacity is necessary, of course. To invite people without providing adequate seating is both discourteous and uncomfortable. People standing, even around the edges of the room, are continually shifting and moving. This distracts the speakers and audience.

It should be possible to estimate fairly accurately the number likely to attend by considering the attendance at previous meetings, by talking to members from each community, and by other advance "checking." It is better to have a meeting site that is too large than one that is too small.

If the room is large, a public address system will be needed. The system should be tested before the meeting and someone assigned to monitor its operation. Also, portable microphones can be scattered throughout the meeting room to encourage member participation. If portable microphones are used during question-and-answer periods, floor discussions, and times when nominations or motions are called for, designate persons to stand by to hand a microphone to those who wish to speak.

Arrangement of the room is also important. A rear entrance permits members to enter or leave with a minimum

of confusion. Light should enter the room from the sides or the back, not the front.

A speaker's platform is desirable, particularly if the audience is large and the floor is not sloped. It helps if the rostrum is large enough to seat the board of directors, speakers, and other program participants. Equipment to project visual aids may be needed for speakers.

A convenient place to hang coats and hats should be provided. Sometimes, it works out best to have a separate check-room for wraps.

Restroom facilities should be available, adequate, and plainly marked. The meeting site should be decorated appropriately for the occasion. This may include the use of banners, flags, charts, and other items that help to give the meeting a "co-op" atmosphere.

## **BUILDING UP THE PROGRAM**

A well-balanced program for the annual meeting consists of three general ingredients: business, information, and entertainment.

The business portion includes such matters as electing directors and amending organizational instruments.

The information phase is made up of reports by cooperative officials, discussion periods, talks by "outside" speakers and crop, livestock, and product exhibits and demonstrations.

Entertainment may be musical, a talent show, a contest in which members themselves participate, or a motivational or humorous speaker. Various types of food and refreshment events, such as barbecues and banquets, are good crowd generators.

Individuals or the committees responsible for building up the program must first decide what is to be included under each of the three classifications. They must next decide on the order of events. In considering the above, they must keep in mind the all-important matter of timing.

Timing of events should be such that the business, information, and entertainment parts of the program do not overlap one another.

The meeting should neither drag nor run beyond a reasonable period. A definite closing time is as important as a definite starting time. Members appreciate knowing in advance when they will be able to return home, whether it is a daytime or a night session. Adjournment time should be listed on the program.

The time allotted to each subject, and its particular position on the program, should be carefully planned. Each speaker should be given a definite limit on the length of presentation time. Adequate time should be allowed for discussion of reports and other matters.

Staging a successful annual meeting, like any other event in which a large number of people participate, requires a certain amount of showmanship. Showmanship is nothing more than holding the interest of a group or a crowd. Some of the fundamental factors to be kept in mind can be summarized in four simple "don'ts:"

Don't deaden the meeting by confining it exclusively to business and information.

Don't de-emphasize the importance of the business aspect of the meeting by over extending entertainment.

Don't let the meeting drag by including lengthy speeches or tedious reports, or by leaving empty gaps when nothing is happening.

Don't overcrowd the schedule and end up omitting something toward the end or run overtime.

## **Planning Business Procedure**

The business portion of the annual meeting includes all matters that the bylaws specify must be voted upon by members. It covers the election of directors, any changes in articles of incorporation, bylaws, or marketing agreements, and accep-



**tance** of reports. Also, it includes balloting on any policy matters that directors may place before the members.

The procedure for amending the association's papers is set forth in the bylaws and requires advance notice and other legal requirements.

The procedure for nominating directors is usually defined in the bylaws. If not, it should be determined by the directors when planning the meeting. In general, election of directors includes nominating and voting. As in other association affairs, however, a period of discussion may be introduced to encourage members to think in terms of "the best person for directing the affairs of our business" rather than in terms of "which of my friends would I like to see elected."

### *Handling Nominations*

If nominations are made by a nominating committee, the board should appoint the committee far enough in advance of the meeting to give time for the careful and wise selection of nominees, with due consideration for geographic representation. A nomination committee handbook that defines director qualifications, duties, and responsibilities of directors and the election process, would be of value to the committee.

Advantages of a nominating committee are that the members have time to seek out qualified candidates and the committee can ascertain in advance the candidate's willingness to serve.

One problem of a nominating committee is the possible charge that the election is being "railroaded." There is less basis for such a complaint if the nominating committee is broadly representative of the membership and if it presents at least two strong candidates for each vacancy. Members find little interest in an election that is uncontested.

To avoid the feeling that elections are manipulated, nominations additional to those of the nominating committee must be called for and sufficient time allowed to receive them.

In some local associations, all nominations are made either by written ballot or orally from the floor. The danger in relying entirely on these methods is that the best candidates may be overlooked.

### ***Voting on Nominations***

Even the process of voting calls for planning. In most associations, voting is by written ballot. This frees members from outside influence or embarrassment.

Generally, it is best to have ballots printed in advance. They should show the nominees' names and provide space for possible write-ins. Ballots may be accompanied by short state **ments** about each candidate. A good idea is to publish the names, photographs, and qualifications of the candidates in the membership publication preceding the annual meeting. Just before the balloting, each candidate should be introduced and **allowed to** make brief comments.

A tellers' committee **can** distribute and count the ballots. It should see that voting is conducted in accordance with the bylaws.

As soon as the counting is completed, the presiding officer announces the results. This may be followed near the end of the meeting by a short installation service and brief remarks from each of the new directors. Retiring directors and the losing nominees deserve an expression of appreciation. Also, the association secretary should preserve the ballots for a reasonable period.

### ***Resolutions and Amendments***

Voting on resolutions and organizational amendments should have a definite place on the agenda. Usually, any proposed amendments will be initiated by the board of directors. Prior publication of the exact wording, together with reasons for the

proposed changes, enables members to vote intelligently and quickly.

If the voting is handled in an orderly and parliamentary manner, the time allotted to proposed resolutions need not be long. Appointment of a resolutions committee paves the way for careful consideration and wording of all resolutions. The committee can help screen out trivial or ill-advised items.

## **PLANNING INFORMATION AND EDUCATION FEATURES**

### **Information**

The information part of the meeting includes presentations by association officials, financial reports, discussion periods, and of ten “outside” speakers.

Reports and exhibits should bring members up to date on the business affairs of their association and the conditions under which it operates. Reports and exhibits should be timely and easily understood. If the membership was considering the purchase or sale of fixed assets, the use of 35mm color slides focusing on the proposal would help members reach an informed decision. Items requiring major repairs, or equipment used in delivering member services could be visualized by the use of slides or illustrations. because of location, some members may never be exposed to the components being considered in the discussion. A properly moderated discussion during or following the viewing of quality visuals will give members an opportunity to offer suggestions, make comments, or ask questions.

Although annual reports are matters of business information, they should be interpreted. A treasurer’s report, for example, might properly consist of a statement of operations, balance sheet and statement of cash flow.

Skillfully prepared overheads or 35mm slides help members understand sometimes complex accounting statements. The visuals should present slides of the statements that might be overlooked by a member not trained in double entry accounting. Footnotes to the various statements and opinions expressed by the auditor not usually found on condensed financial statements help member comprehension and evaluation.

Previewing of visuals to be used and testing and proper positioning of projection equipment makes sure all members can see the projected visuals. The light level of the room, size and shape of type or illustration and background colors all affect the quality of the projection. Quality graphics and illustrations help to present a clear and accurate picture of what accounting statements mean or emphasize points speakers want to make.

The president's and the manager's report is an accounting of the past year's operations. Woven into each report should also be a review of the organization's mission statement, objectives, goals, operating policies, and any changes, accomplishments, problems, and unmet needs. To the members, the future financial plans for the cooperative is of importance. The annual budget projection for the current fiscal year, and a 3-to-5 year projection is of interest. Purchase or sale of assets, addition or deletion of services or operations prepare the membership for changes management feels necessary "Surprises" implemented by board and management either in operations or philosophy can cause membership dissatisfaction and discord.

## **Education**

The annual meeting presents an ideal opportunity to showcase the cooperative. The people, the physical assets, and member benefits all should be acknowledged. The meeting provides a means to develop cooperative understanding and a

desire for further cooperative action. The articles of incorporation or bylaws decree the legal necessity of the meeting, but the underlying purpose is an informed and educated membership on the benefits and responsibilities of ownership. The starting point could be a reiteration of the principles and practices of cooperation and a cards-on-the-table approach to the facts about cooperatives. Cooperative-specific topics like the mechanics of a member equity revolving fund or allocation of net income or loss keep members in touch with their cooperative.

The information and education portion of the annual meeting should be the meat of the program for members.

### ***Financial Explanations***

The financial statements may be presented by the manager, the treasurer, or another officer, depending on who is best equipped for the job. Most associations also arrange to have a representative of the auditing firm present.

Regardless of who has the assignment, the report should be prepared and presented carefully. Ordinarily, a statement of operations, a balance sheet, and a statement of cash flow are included. Operating costs should be fully explained and compared with those of the previous year. Assets, liabilities, and a members' equity section should be similarly discussed and compared. Any significant changes should be pointed out and explained.

The effectiveness of the financial report depends as much upon the manner in which it is presented as upon its contents. Too often, a good report loses significance because members are unable to follow the speaker and grasp the meaning of what is said. This happens for two reasons. First, the average person is not familiar with the form of such reports nor with many of the terms commonly used in accounting. Terms such as "accrued assets," "long-term liabilities," and "reserves for

depreciation” often leave members cold, so they need to be explained in simple language.

Second, many reports are read too rapidly and contain poorly organized material. More graphic illustrations and fewer words can remedy this situation.

Assets sometimes need to be presented in terms of “what the association owns” and liabilities in terms of “what the association owes.” Ordinarily, it isn’t enough to point to a figure and call it “depreciation.” The speaker needs to go further and discuss the rate at which the costs of certain assets are being written off and to explain why this is considered good business practice.

Because of the nature of the financial report, the speaker must deal in terms of numbers. However, to stand before a group of people and read, one by one, items on an operating statement or balance sheet is not an effective way of presenting this type of information. It mostly goes in one ear and out the other.

Members should have before them a copy of any overhead projection being discussed. A chart in front of the room, but large enough for all to see, might be useful. Data can be put on a slide or overhead transparency and projected on a screen, with printed copies distributed to the members.

Individual items on the financial statement are often more significant when compared with certain other items. For example, the amount of money spent for salaries and wages has little significance except when compared with gross margins or the total volume of business transacted.

Losses from bad debts do not mean a great deal unless it is known how much business was done on credit.

Repairs for machinery and equipment mean most when we know how much machinery was being used; slides of major projects help to clarify expenditures.

The figure representing “total assets” is not of much significance when it stands alone. The important things to know

are how much of these assets does the association actually own and how much represents borrowed capital?

### ***Discussion Periods***

Allotting reasonable time for discussion is an important principle of good annual meeting planning.

Discussion may be encouraged in numerous ways. A first step is to reserve definite periods on the program for discussion. Another is to develop the atmosphere: "This is your meeting; we value your suggestions and questions."

Some leading cooperatives use the workshop technique with excellent results. When the members move into the dining hall for their luncheon or dinner, they find that each table accommodates six. During the meal, each group selects a speaker and agrees on some topic or question they would like to hear discussed by a panel of the management staff. Or they may divide into smaller groups during the regular meeting period and come up with questions.

At a subsequent session, officials and board members sit on the stage. A moderator then refers each question to the appropriate person for explanation or discussion.

These workshop discussion groups give members a chance to get things off their chests. Moreover, the fact that six people must have agreed on a question before it is submitted helps eliminate trivial items and improve the quality of questions asked.

Referring each question to the departmental head directly responsible for that phase of the cooperative's operation means that it will get the best attention possible. It also gives members a chance to become better acquainted with key employees of their cooperative. Elected directors should also participate in answering the members' questions.

A variation of the above is to arrange for a panel of selected individuals to discuss some timely topic. This is a good way to present key cooperative leaders to the meeting.

Under the guidance of a good leader, such a panel discussion can be highly informative.

After members of the panel present their ideas and exchange points of view, the topic can be discussed from the floor. In this manner, participation by members is further encouraged.

### *Talks by Outside Speakers*

Guest speakers frequently address annual meetings. Such talks may fall under the category of “entertainment” as well as “information.” If the guest speaker is well known or holds an important position, his/her presence may add prestige to the association in the eyes of the members. Such an appearance on the program may also help to increase member attendance.

Guest speakers, therefore, may be invited for their own sake, for the message they have, or for both reasons. They need not be prominent if they have a valuable contribution to make.

A prime consideration when deciding whom to invite is the prospective speaker’s understanding of the economic and political climate in which the cooperative operates. Also, the encouragement and enthusiasm the speaker can bring to the association should be considered. The speaker should be sympathetic to association objectives.

Whatever the reason for the invitation, terms for the guest’s coming should be clearly stated. The guest may be assigned a subject or given some latitude, as the planning group thinks best. A time limit should be set for the presentation. Background information will help a speaker who is not familiar with the group to be addressed.

As valuable as a guest speaker may be, the speaker should not be regarded as a substitute for other rightful parts of the annual meeting. The main emphasis should always be



on the active participation of members in the business of their associations.

## **Planning Entertainment**

Good entertainment is an important ingredient for a successful annual meeting. Like seasoning on food, it makes the whole affair more attractive. It helps bring out some members and their families who might not otherwise attend. It puts the audience in a more receptive mood.

Business details and information talks require mental concentration. Most people cannot concentrate over long periods so it is wise to vary the program at intervals with entertainment. This entertainment need not be costly, elaborate, or professional, but it ought to be good.

### ***Annual Luncheon or Dinner***

The best entertainment of all, in the opinion of many people, is a meal—whether it's a lunch, dinner, or simply refreshments after the meeting. A meal, of course, involves specialized planning and is best delegated to an individual or committee with no other responsibility.

Unless the meal is extremely simple, it involves knowing in advance the approximate number that will attend. Members must be contacted before the meeting by mail, by telephone, or in person. Reservations or tickets must be issued. This is a job that requires a good deal of work, but its success ensures smooth functioning and may reduce annual meeting cost.

### **Musical Selections**

Local soloists, duets, quartets, bands, or orchestras fit well for brief interludes on any program. They can be worked in at almost any time. Good music helps set the stage for the meet-

ing while members are assembling. Similarly, group singing and “exercise” songs help liven up the crowd. A good song leader can contribute immensely to the program.

### **Talent *Shows***

Local talent show programs have special appeal to family audiences. Important sources of such local talent are community high schools, theater groups, church choirs, barbershop quartets, dance bands, and orchestra groups.

### **Quiz *Contests***

Another type of entertainment well suited to a cooperative meeting is one in which the members entertain each other. This includes question boxes and quiz contests. Such contests can be educational as well as entertaining if the questions selected relate to the association and its operations.

Here, again, advance planning is essential. The leader must not only have contest material ready, but also should have a few bellwethers in the crowd primed to pick up cues and help put the meeting across. Games in which everyone participates can be used either to begin or to climax and wind up the meeting.

### ***Movies and Videotapes***

Movies and videotapes can be used with success. Usually, they are best toward the end of the meeting. For maximum effectiveness each film or video should be introduced with a brief explanation of its purpose and sometimes could be followed with a short discussion.

Important sources for educational films are Farm Credit Districts, State Extension Services, State Departments of Education, and State Councils of Cooperatives, as well as many larger regional cooperatives.

## **Youth Activities**

Some cooperatives include special features on their annual meeting programs to interest young people, who are the future cooperative leaders. Often, these cover one or more of the entertainment features mentioned. In other instances, youth delegates who attend the State Cooperative Council meetings or the annual summer conferences may relate their experiences.

Young people are often an important part of the annual program itself. They may speak or take part in panel discussions, team demonstrations, or other group activities.

And don't forget to consider providing nursery and child care facilities so members with small children can attend.

## **Professional Entertainment**

A wide variety of professional entertainment is available for those willing to pay for it. This includes comedians, magicians, acrobats, and dozens of other kinds of entertainers. Generally, the greater the audience's opportunity to participate, the better. The entertainment committee should make it a point to be certain of the contents and caliber of the program beforehand. This precaution will avoid booking acts that are unsuited for family audiences.

## **Mixing Business With Fun**

In addition to entertainment, some cooperatives make the annual meeting the occasion for distributing patronage dividend checks or equities in the revolving capital. A number of cooperatives carry this a step further and provide on-the-spot facilities for cashing the checks, dramatizing what would otherwise be a routine business procedure.

## **Arranging for “Props”**

An annual meeting requires certain paraphernalia to dress it up and keep it moving. Assembling these odds and ends is a job in itself and may well be entrusted to a “props manager.” The props manager should be in on planning from the start so the necessary items can be listed and secured.

These items may include everything from pencils and paper (for voting) to charts, diagrams, microphones, and projectors (to illustrate talks). “Props” may include programs, tickets, name tags, financial and business reports for the members, and other printed materials; also, a gavel, water, and other items. Some of these may be obtained on short notice, but others might take days or weeks to prepare.

## **GETTING OUT THE CROWD**

Getting members to attend the annual meeting may or may not be a problem. If previous meetings have been spirited, entertaining, and worthwhile, members usually respond with little urging. If not, more effort will be required.

In either case, planners must decide what it will take to draw a good crowd. It may be a meal, a good discussion, an important speaker, a quiz contest, or some special entertainment feature. It may be a combination of these.

Some cooperatives develop a theme—an important or interesting question such as “Should the association build additional facilities?” or “Should membership be limited?”

Often, attendance can be stepped up by making it a family affair with something special that appeals to families. This is usually the practice of the cooperatives that have had outstanding attendance.

Some cooperatives hold a general information session in the morning, then provide separate activities for youth and children in the afternoon.

A number of associations give door prizes. Individuals receive numbered tickets as they arrive for drawing, often

during the session and its close. Some give away “lucky number” prizes at various points throughout the meeting.

Displays of products or services offered by the cooperative help to inform members about their cooperative and to promote the sales of services. These activities help encourage attendance.

When the decision has been made on the program and its “drawing cards,” the next step to securing a large attendance is advance publicity. Premeeting publicity may include a formal notice of the meeting, correspondence, posters, newspaper stories, radio and television announcements, and, **word-of-mouth** advertising. (See appendix E for a publicity checklist.)

## **The Official Notice**

Bylaws of many associations provide that a notice of the annual meeting shall be mailed to each member at the last-known address 10 to **15** days in advance of the meeting. A bare statement of time and place, however, does little to stimulate interest. At no additional cost, except the expenditure of some thought, the official notice can be dressed up into a promotional letter that will do a lot toward creating a desire to attend. (See appendix B.)

Each letter mailed to a member during the period immediately preceding the annual meeting can be used effectively as a reminder. Some associations incorporate one or two appropriate sentences in the letter itself; others add a postscript at the bottom. In either case, only a short statement is needed. For example: “It looks as though we will have a good attendance at the annual meeting this year. I hope you are planning to come. Don’t forget the date-January 16, Community Hall at Simpson, **9:30** a.m.”

Small folders describing the meeting may be used as stuffers in outgoing mail and monthly statements. A gummed

label or rubber-stamped reminder of time and place may be used also on outgoing letters.

## **Posters**

Much interest can be created by posters playing up the program. These can be displayed at the cooperative's offices, on its trucks, in store windows, and at other places. The art classes in high schools and community colleges frequently are willing to cooperate, for small awards, in a poster contest and will make their entries available for display.

## **Newspaper Stories**

A story appearing in local newspapers a few days before the meeting may help increase attendance. Most local editors are glad to get news of this kind, especially if it is well written and contains such items as date, place, and time. Names of retiring directors, nominees, speakers, and special items of interest help to build a good release.

Many associations have their meetings mentioned in local papers as many as three times before the actual day. The first mention is a natural result of the directors setting the date and place of the meeting. The second can be centered on the announcement of the principal speaker. The third gives more details a day or two before the meeting.

An advertisement in the local paper may be beneficial in other ways. For example, it demonstrates the cooperative's support of other local enterprises.

## **Radio and Television**

All that has been said about newspaper stories applies equally to radio and television. Spot announcements over local stations are effective in reaching the general public. Timely inter-

views between the station director and the cooperative manager can build interest in forthcoming events.

This job takes some advance work. It involves the preparation of a suitable script, as well as rehearsals before going on the air.

### **Word-of-Mouth Publicity**

Probably the most effective form of publicity is by word of mouth. Employees and directors may well make a point of talking up the meeting on every occasion and during every conversation with a member. Interest can be created and the individual member can be given a feeling of responsibility if simply asked for suggestions.

By selecting a committee, or one individual in each community, word-of-mouth publicity can be organized to reach virtually every member either by a visit or by telephone. This procedure can be further stimulated by arranging a contest, with small prizes, for the group or locality that has the highest percent of attendance.

### **Rolling Out the Welcome Mat**

Most cooperatives will wish to invite various public officials, business leaders, and friends. This is excellent public relations.

The invitation list may include a wide range of cooperative and educational leaders, such as State agricultural marketing specialists, the executive secretary of the State cooperative council, the State extension director, the State vocational education people, and other State and district leaders. It may also include the local mayor, superintendent of schools, county extension agents, local teachers of agriculture, local editor, the local banker, local ministers, and service club leaders. Not to be overlooked are managers and directors of neighboring cooperatives.

Good public relations require that the general manager send written invitations to guests. Someone should be assigned to see that guests are greeted when they arrive and that they are formally recognized during the course of the meeting.

Upon arrival, members should be greeted by an individual or a welcoming committee. This committee strives to make every member and family feel at home. It shows them where to place wraps and to register. It also supplies programs and identification cards and makes introductions to guests.

## **STAGING THE BIG EVENT**

If planning is done well, staging the annual meeting is relatively simple. The meeting, in fact, is largely “made” before it begins.

There remains, of course, the actual conduct of the program. This calls for a competent presiding officer. With well-laid plans, even someone with little talent can do reasonably well, but a good one can ensure success.

Although the presiding officer carries the chief responsibility for the final effectiveness of the planning, a corps of behind-the-scene aides is needed, each knowing his or her job. The presiding officer can be compared to the captain of a team, calling signals at the appropriate time.

### **Job of the Presiding Officer**

The presiding officer (PO&captain of a team-is also the master of ceremonies and timekeeper. From the moment order is called until adjournment, everything is in the presiding officer’s hands.

Advance preparation should include achieving complete familiarity with the program. The PO should have in mind remarks to make at various points in the proceedings, should know the names and titles of those to be introduced and have



enough background information to present each speaker properly.

The PO should prepare a special program for his/her own use and include in it more detail than is shown in the printed program given to the members. The example shown in appendix C illustrates some things that can be done in this regard.

It is the duty of the PO to keep the meeting moving, be fair and impartial, preserve order, and encourage members to participate.

A prompt beginning and adjournment earmark a **well-**ordered meeting. An announcement at the beginning that the session will adjourn at a definite hour helps to put everyone at ease. When the proceedings move smoothly, the audience is much more likely to remain attentive. In addition, the PO should build a feeling of anticipation for some of the later features of the day.

To keep a meeting on schedule requires a watchful eye. It must be done, also, without the appearance of hurrying anyone given the floor. It must be done while fully encouraging discussion and member participation.

### ***Maintaining Fairness and Impartiality***

A PO must indicate fairness and impartiality by attitude and conduct. All personal preferences or dislikes must be laid aside and, in any discussion, each side must be given an equal opportunity to present its views. Above all, the PO must have a good understanding of the basic rules of parliamentary procedure. (See appendix D for a brief discussion of the principles of parliamentary law.)

On rare occasions, of course, the PO may wish to relinquish the chair to someone else to express personal views from the floor. In such instances, parliamentary law dictates that the PO shall not return to the chair until that particular matter is settled. The PO should bear in mind, however, that

the appearance of impartiality may be lost if he/she takes sides and participates in debate too frequently.

### ***Preserving Order***

It is the duty of the PO to keep order and to see that the meeting is conducted in a businesslike manner. He/she should neither permit a member to have the floor without first addressing the chair nor permit members to talk with each other. To bring a matter before the house officially, a motion must first be moved and then seconded. Discussion may then follow.

The PO should tactfully avoid a dragged-out debate on a motion by frivolous, trivial, or immaterial discussion. Usually the PO can find a convenient time to break in and ask, "Are you ready for the question?"

The PO should not permit motions to be made and seconded when they are unrelated to the business of the association. The PO has the right, under parliamentary law, to rule out of order such motions that obviously are made to obstruct transaction of the business before the meeting.

As a matter of fact, the PO has the right to refuse to recognize or give the floor to anyone bent on obstruction. If such rights are exercised tactfully and wisely, the PO will find that the program can be kept moving on schedule and no one will be offended.

### ***Encouraging Members To Participate***

As already stated, the most satisfactory meeting from the standpoint of a member is one in which the member takes part. Not every member, of course, can be given a place on the program. However, members should be encouraged to ask questions and to express opinions before a vote is taken on special problems of the association. Likewise, members should have an opportunity to exchange viewpoints on the association's operating policies and to discuss plans for the

future operation of the organization. This type of participation in the program gives management a better understanding of various points of view.

If members are hesitant about entering into the discussion, the PO may wish to invite comment with questions such as: "We have heard from several of the older members regarding this question, now what do some of you younger members think about it." Or, "I don't believe we have heard from anyone in Lewis County on this matter; what do you think about it?"

### **Committee Member Assignments**

How well the meeting succeeds will depend on how well various committee members carry out their assigned tasks. Many committees will need to operate on the annual meeting day. Others will be well over by the time the opening gavel sounds. All will get a measure of satisfaction in seeing their efforts contribute to the day's success.

Each key leader should make sure that all is in readiness and all responsibilities completed. Each should make known his/her whereabouts and stand ready to respond to **last-minute** additional calls from the PO. Little things, quietly done, can make the difference between a good meeting and a poor one.

Finally, when the meeting is over, each key leader should see that all properties are returned and that all who helped are thanked for their services. Also, anything learned should be preserved or passed on to guide similar committees in future years. A written report of committee activities can be important for use in future years' planning.

### **AFTER THE MEETING**

Even after the meeting, some things can be done that will add to its effectiveness. These include preparing newspaper stories

and publicity on what was said and done, sending a follow up message to the members, sending thank-you letters, and appraising the meeting.

### **Newspaper Stories and Publicity**

Newspaper stories on the annual meeting provide an opportunity for a cooperative to sell itself to the general public. For this reason, a news article should have a strong lead-facts or figures reported at the meeting or some outstanding statement of one of the speakers.

### **Follow Up Report to Members**

A summary of what happened at the annual meeting is important both to members who attended and to those who were absent. For those who attended, it helps pull together highlights of the meeting. For those who were absent, it is an essential step in keeping them informed. Since many associations do well to have 25 to 30 percent of their members attend an annual meeting, it is particularly important to have a good follow up message to all.

One of the better ways to disseminate highlights of an annual meeting is through the cooperative's regular publication. Other ways this information can be brought to the members are through local meetings, radio and television interviews, videotapes, mimeographed letters, or news stories.

### **Thank-You Letters**

Immediately after the meeting, some associations send a letter to each person who had a part in the program to thank them for their assistance. This builds good will for the association and shows these persons that their time and effort were appreciated.

## **Appraising The Meeting**

Soon after the meeting is the best time to size up the program as a whole and to appraise its strong and weak features. This is a good time to lay the groundwork for next year's meeting. Officers and directors should get together as soon as possible to talk about the effectiveness of the meeting and possible changes for another year.

## APPENDIX A-CALENDAR OF THINGS TO DO

(A Checklist to aid in Annual Meeting Planning)

---

(Name of cooperative)	(Meeting date)
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Check Things To Do when done	(At least 5 weeks before)	Whose job? (Fill in name or initial)
---------------------------------	---------------------------	--

- |       |  |       |
|-------|--|-------|
| _____ | 1. Hold annual meeting planning conference: include youth in planning group and special committees.              |       |
| _____ | 2. Appoint committees for major jobs such as program, nominations, meals, and resolutions.                       | _____ |
| _____ | 3. Settle on date and place of meeting. Check to avoid conflicts. Reserve meeting site. Secure special speakers. |       |
| _____ | 5. Plan and secure entertainment.  | _____ |
| _____ | 6. Plan type of food to be served: breakfast, barbecue, banquet.   | _____ |
| _____ | 7. Meet with auditors to plan scope of report.   | _____ |
| _____ | 8. Set up a budget and planning timetable for the meeting.   |       |
| _____ | 9. _____   |       |

The above checklist is intended primarily as a guide. Each cooperative may wish to prepare its own list, including only those items that are applicable. In some cases, arrangements for a meeting hall and invitations to principal speakers may need to be done more than 5 weeks in advance. Some large associations set the date and arrange for meetings several years in advance.

Things To Do \_\_\_\_\_ (4 weeks before)  
(Date

10. Review progress report from special committees. \_\_\_\_\_

Develop and print summary of annual report. \_\_\_\_\_

12. Prepare and mail annual meeting official notice to members and press. \_\_\_\_\_

13. Complete guest list. Plan how to recognize key officials, long-time members, new members, and friends.

14. Invite local Agriculture classes, 4-H members, and other youth groups to the annual meeting. \_\_\_\_\_

15. Line up public address system, projectors, and other equipment. \_\_\_\_\_

16. Other \_\_\_\_\_

Things To Do \_\_\_\_\_ (3 weeks before)  
(Date)

17. Send second annual meeting notice if required by bylaws.
18. Send news item to local papers and radio stations, with program highlights. Put advertisement in papers.

Preparation 19. visuals, show growth in \_\_\_\_\_  
volume, refunds, etc.

20. Arrange for co-op banners and signs.
21. Plan merchandise and educational displays.
22. Order programs and literature needed.

23. Other \_\_\_\_\_

Things To Do \_\_\_\_\_ (2 weeks before)  
(Date)

24. Check arrangements for food-estimate  
probable number.

25. Post notices with date, place, and time for meeting.
26. Mail letters to special guests, including the press.



27. **Send** additional news to local papers and radio and TV stations. Include background of speaker, etc.

28. Check with secretary on minutes of last annual meeting and roll calls.

Print 29. reminder notices. \_\_\_\_\_

3 0 . Other \_\_\_\_\_

Things To Do \_\_\_\_\_ (1 week before)  
**(Date)**

3 1 . Mail reminder notices to all members.

3 2 . Check with committees to make sure that nothing has been overlooked.

3 3 . Prepare meeting agenda CAREFULLY.

\_\_\_\_\_ **34.** Notify speakers and entertainers when each is to appear on the program.

3 5 . Notify reception committee to be on hand early. Make sure they are instructed to seat late comers properly.

3 6 . Arrange for photographers. \_\_\_\_\_

3 7 . Other \_\_\_\_\_

Things To Do \_\_\_\_\_ (Day before meeting)  
(Date)

38. Check meeting place for heat, light, ventilation, chairs, tables. registration facilities, ballots, pencils, chalk, blackboard, electric outlets, rest rooms, etc.
39. Put up co-op banners and posters. Create the "co-op meeting" atmosphere.
40. Erect merchandise and educational displays.
41. Renew invitations to key local news media people.
42. Check with photographer regarding pictures desired.

43. O t h e r \_\_\_\_\_

Things To Do \_\_\_\_\_ (Day of meeting)  
(Date)

44. Check the meeting rooms for temperature, ventilation, and general physical comfort. Know where to find extra chairs, if needed.
45. Give final instructions to reception and registration committees. Assign places to ushers.

46. Check to see that meal arrangements have been completed.

47. Supervise those to whom responsibilities have been delegated.

48. Begin on time, stay on time, close on time.

49. Other \_\_\_\_\_

Things To Do \_\_\_\_\_ (Day after meeting)  
**(Date)**

Clean up premises and return borrowed equipment.

51. Make report to local newsmedia and to co-op's editor.

Send all members roundup report of the meeting.

53. Send thank-you letter to key individuals on time who participated.

54. Invite members and employees to appraise meeting and to suggest improvements.

55. Other \_\_\_\_\_

## APPENDIX B-ANNUAL MEETING NOTICES

The following annual meeting notice, mailable on a postal card, has the advantage of brevity

---

Farmville, Va., April 1, 19\_\_

Dear Member:

The annual meeting of the Farmville Farmers Exchange will be held Saturday, April 10, 9:30 a.m. sharp at the Farmville High School. You are encouraged to attend.

Cooperatively yours,

Board President (Signature)

---

But the following is much more likely to create interest and help bring out the crowd.

January 16—**Mark** It on Your Calendar!

That's the date for the annual meeting of the Simpson County Farmer Cooperative—and we know you'll want to attend! The meeting will be held in the Community Hall and will start promptly at 9:30 a.m.

An exceptionally fine program has been arranged—plenty of entertainment, worthwhile speeches, and interesting reports. And music by the “Old Grey Mare Band.”

A copy of the “timetable” of the various events is enclosed. You will note that Dean Jones from the State College will be with us again. The Dean's talks are always good. His subject this year is “How to Build a Better Co-op.” You owe it to yourself to hear him.

The Auditor's report will be streamlined and modernized through the use of visuals. Your association has just completed one of the more successful business years in its history. Mr. Brown will tell you where the money came from and how it was distributed.

---

## APPENDIX C-DETAILED PROGRAM FOR THE PRESIDING OFFICER

### MORNING PROGRAM

10:00 a.m. Call the meeting to order promptly.

1. Ask everybody to stand and join in singing  
“The Star-Spangled Banner.”
2. Welcome members:
  - a. Ask those who are attending their first annual meeting to raise their hands high, their second, their third, their fourth, their fifth, and those attending their **10th**, 15th to stand. Ask for applause.
  - b. Express pleasure to see visitors (such as the county agent, the mayor, the chamber of commerce secretary, and invited guests). Introduce them. Indicate our appreciation for their interest in our association and their cooperation with us.
3. State purposes of the meetings:
  - a. To report to members on the general and financial affairs of their association.
  - b. To elect two directors for 3 years to fill the two expiring terms.
  - c. To give members an opportunity to express their views regarding the association and make suggestions for improvement.
  - d. To give the members an opportunity to become better acquainted with the directors, officers, employees, and each other.

4. Mention briefly the program for the day:
  - a. The main features of the morning program:  
(1) Address by Dean Jones; (2) Report of board of directors; (3) One-act skit by 4-H Club members.
  - b. Time and place of lunch (12:00 in basement of this building).
  - c. Main features of afternoon program: (1) annual business report; (3) election of directors.
  - d. Time of adjournment (promptly at 4:30 p.m.)
5. Announce that Nancy Harris, secretary to the board, will take minutes of the meeting.
6. Have the secretary read official notice of the meeting. Order the notice and affidavits to be filed with the minutes of the meeting.
  - a. Ask if there are any corrections or additions. If none, state that the minutes will stand approved as read.

10:30 a.m. Introduce Dean Jones

Dean of State Agricultural College-keenly interested in cooperative relationships between the college and this association; and work done at college. After address, call on Lisa Smith for vocal solo. Express our appreciation for her kindness in appearing on the program.

11:00 a.m. Present the board of directors' report, using the outline previously prepared.

1. Ask other members of the board of directors whether they would like to add anything to the report.

2. Call on the members for questions concerning the report.

11:30 a.m. Announce FFA skit.

12:00 Make announcements regarding luncheon and the afternoon program:

1. Lunch will be served immediately in the basement of this building. The ushers at the rear of the room will direct you to the basement.
2. After lunch we will reconvene in this room and start the business session promptly at 1:15 p.m.

The afternoon session will be the business session. It is important that as many members as possible be present.

#### Afternoon Program

1:15 p.m. Call the meeting to order.

Announce that the meeting will be adjourned promptly at 4:30 p.m. Just before the manager reports, announce that a panel of four members has been selected to ask questions after the presentation of this report, and the financial report that follows. Call on the manager to present the annual business report.

- (a) Ask panel members to please come forward and occupy the chairs provided in front.
- (b) Introduce the members of the panel-Linda Jones, Betty White, G.W. Green, and Bill Barnes.



- (c) Mention that panel members were given copies of the two reports in advance of the meeting so they would be better prepared to ask questions.

1:45 p.m. Call for financial report by C. R. Worth, treasurer.

2:15 p.m. Call for the panel questions.

1. When panel members finish asking questions on the report, ask the audience if they have any questions they would like to ask before we proceed to the next order of business.
2. When discussion of questions is completed, call for a motion to accept the reports as presented.
3. Order report filed with minutes of meeting.

2:45 p.m. Announce that the next 45 minutes will be given to committee reports.

1. Call on John Ortz to report for the committee appointed to study the advisability of building a new warehouse.  
  
Ask what action the members wish to take on this report.
2. Call on Randy Laws to report for the committee on "Deferred Patronage policy:"
  - a. Ask what action the members wish to take on this report.
3. Call on Terry Abbot to report for the membership committee: Ask what action the members wish to take on this report.
4. Ask whether any other unfinished business needs to come before the meeting.

3:30 p.m. State that we are now ready to elect two directors for a 3-year term.

1. Explain the importance of the election:
  - a. It is the members' opportunity to exercise control over their association by electing those that they feel are best qualified to represent them.
  - b. Every member has only one vote, regardless of the amount of stock owned; so every member is on an equal-voting basis.
  - c. We want this to be a very democratic election, with everyone taking part and asking any questions they care to.
2. Indicate that the two directors whose terms expire are A.M. Johnston and Rebecca Casto.
3. Indicate how the nominating committee of three members was selected. The members of this committee are Howard Franklin, James Hall, and Julie Johnston. Mention that nominating committee was instructed to inform the members of the qualifications that they consider a director should have and the basis on which they selected their nominees.
4. Call on Ted Franklin, chairman of the nominating committee, to make the report of that committee.
5. Call for any nominations from the floor. Allow ample time and encourage such nominations.
  - a. The name and address of anyone nominated from the floor should be written on an overhead, and the person making the nomination should be asked to say a few words

about experience and qualifications of the person nominated.

- b. After all nominations from the floor have been made, or if no nominations come from the floor, state that a motion is in order for the nominations to be closed.
6. Ask all those nominated to please come to the front so they may be introduced and speak.
7. Remind the members that they are to vote for only two of the candidates nominated.
8. Ask the ushers to collect and count the ballots. Announce that the “surprise” listed on the program will be a 5-minute concert by “Smoky” Smoot and his one-man band. Call on “Smoky” to begin the concert. Announce the results of the election. Express to the retiring directors the appreciation of the association for their services.

**4:15 p.m.** Ask whether any other business needs to come before the meeting.

1. Get each proposal in the form of a motion. Ask for a second. Give time for discussion. After each vote, announce whether the motion carried or failed.
2. Express appreciation for the interest that members have taken in the meeting, and the pleasure of having so many of them attend.
3. Ask members to give any suggestions that they have regarding this meeting and ways to improve next year’s meeting.

**4:30 p.m.** Call for a motion to adjourn.

## APPENDIX D-PARLIAMENTARY PROCEDURE

Cooperatives have their full quota of meetings-boards of directors and membership gatherings. All of them need to be conducted on a businesslike basis and follow general rules that have developed over the years.

Any group meeting is guided by a presiding officer, whose responsibility it is to be familiar with the principles and practices of orderly and democratic group action. And if members wish to speak, they will feel less self-conscious if they have an idea of the correct way to present their ideas.

The president usually is the presiding officer of the co-op meeting, with the responsibility for keeping the meeting running smoothly and headed in the right direction. The president must know how to get the meeting started and, equally important, how and when to stop.

Before the "meeting will come to order" call goes out, the people assembled need to understand why certain procedures are followed. These reasons are based on principles of parliamentary law that are the outgrowth of long years of development of our democratic procedures.

The president and the audience will then need to know how to proceed, that is, the proper order of business, and how many people must be present to make the meeting binding.

### Parliamentary Procedures Important

Why do we need to know parliamentary procedure?

Knowledge of, and strict adherence to, the laws of such procedure result in a well-organized and efficiently operated cooperative meeting. Failure to observe the rules leads to dissension, misunderstanding, inefficiency, and loss of individual rights associated with a democracy

Parliamentary law is designed to conduct meetings smoothly and fairly. Like other laws governing social behavior, parliamentary law, as expressed in rules of order, has been developed out of years of experience in living and working

together democratically and harmoniously. Since the majority rules in a democratic organization, parliamentary law is designed to aid in finding what the majority wishes and in ensuring that those wishes are carried out.

In special cases, organizations may have a rule calling for more than a majority vote on an issue. This could be designed to protect the minority on vital issues, but it also makes it possible for a minority to obstruct the will of the majority. A person joining a democratic organization knows that in such a group the majority rules and that, in joining such a group, he or she agrees to abide by the will of the majority. At the same time, the minority in an organization has a right to be heard in discussions and to oppose actions contemplated by the majority.

Every member of an organization has equal rights and privileges and, in return, owes the organization equal obligations. Every member may propose motions, vote, ask questions in meetings, and nominate officers.

Conversely, members must respect the rights of other members, take an intelligent part in the affairs of the organization, and express themselves where such expression is called for. Such expression may take the form of a vote, or perhaps participation in discussions.

In this connection, it is important that every member have a right to insist upon a complete discussion of any issue involving a decision by the group, and to take part in such discussion. For discussion to be fruitful, members at a meeting must know what is going on. For example, the presiding officer must make it clear to members what motion is being discussed, what its effect will be, and the manner in which parliamentary law applies to procedural motions relating to the main motion.

The presiding officer, who may engage in general discussions, should be careful to observe strict impartiality. If the officer wishes to engage actively in debate on a question, the chair should be turned over to a vice president before **speaking**

ing from the floor. The presiding officer's chief responsibility is to conduct the meeting so parliamentary procedure is carefully observed.

Much of the business of a meeting is implemented through motions, which will be discussed later in more detail. With motions, as with other meeting activities, parliamentary law calls for the simplest possible method of conduct and action. If one motion can be made that will accomplish the same purpose as two or more consecutive motions, one motion should be used.

It is the duty of the presiding officer to make sure that the simplest and most direct solutions to problems are used. Any attempt to needlessly complicate issues should be ruled out of order.

To this end, each motion before a meeting must be considered separately. When a question is being considered, the presiding officer may only entertain (permit) a motion having higher priority. This is because there is a precise order of priority for motions, based on their relative importance.

## Order of Business

The program for a meeting is called the order of business. In organizations operating in accordance with a written constitution or bylaws calling for a definite sequence of business, the order can be changed by motion to suspend the rules. With groups not so formally organized, an established order of business may be changed by unanimous consent.

If a change of the usual order of business will enable the meeting to proceed more efficiently and expeditiously, such a change should be made. The order of business of any meeting, be it a board or committee meeting, general member meeting, or convention, is designed to aid, not hinder, the conduct of the affairs of the group. It is a tool, not a master. As a general rule, the following order of business is a good one to use:

1. **Call to order.** The presiding officer (**PO**) calls the meeting to order by some suitable announcement such as: “Will the meeting please come to order.”

2. **Roll call.** A roll call is not mandatory, but it may be desirable depending upon the circumstance. The PO may ask the secretary to call the roll if it seems necessary to establish the presence of a quorum. The PO declares that a quorum is or is not present.

3. **Minutes of the previous meeting.** The PO next calls upon the secretary to read the minutes of the previous meeting. Corrections or additions are then called for, following which the PO may declare the minutes to be approved as read, or as corrected, or may entertain a motion to that effect.

4. **Reports.** After the reading and approval of the minutes, the PO may call for committee reports, either standing or special committees.

5. **Old business.** Next comes any unfinished business. The PO should declare that “unfinished business is now in order.” It is the PO’s responsibility to have a record of any old business, which may include motions postponed from previous meetings, as well as matters set up in the agenda for the meeting in question.

6. **New business.** At the conclusion of unfinished business, the PO then calls for new business, saying “New business is in order.” If nothing is brought up by those present, but the PO knows of matters that call for action, they should be stated. Then members are asked whether they wish to take an action.

7. **Announcements.** These follow the conclusion of new business, coming first from members and last from the PO.

8. **Adjournment.** When announcements have been completed and the PO has made sure no further business needs to come before the meeting, or perhaps when time is running out, the PO should call for a motion to adjourn.

The motion to adjourn takes precedence over all other motions, requires a second, is not debatable, must have a majority vote, and must be put to a vote immediately after it

has been made and seconded. If the motion to adjourn carries, the PO must declare the meeting adjourned. The meeting is not officially adjourned, however, until the announcement is actually made by the PO.

Step 2 mentions the roll call as a method of establishing whether a quorum was present. A quorum is the number of members, or the percentage of total members in good standing, who must be present at the meeting for it legally to transact business. A meeting at which a quorum is not present should not be called to order except to vote to adjourn to another meeting time. A quorum is not required to vote to adjourn.

In many organizations, the requirements for a quorum are set out in the bylaws.

In organizations that find it difficult to persuade members to attend meetings, the quorum may be set low. Those organizations whose membership is apt to fluctuate may find it to their advantage to set the quorum at a percentage of the total membership, 20 or 25 percent. Some organizations stipulate that the members present at any meeting, regardless of their number, shall constitute a quorum.

Lacking any written provisions, parliamentary law holds that a simple majority of the members constitutes a quorum. If a member at a meeting feels a quorum is not present, the member has a right to ask for a roll call. The presiding officer must then order the secretary to call the roll.

## Motions, and the Rules for Discussing Them

Making motions and then talking them over before voting are important parts of a business meeting. The “how to” is important, also, to be sure standard meeting procedure prevails. Motions are the tools used to bring up the formal business at a meeting. Motions are of two basic kinds: (1) those calling for some kind of action, for example, “I move that the XYZ Cooperative purchase a one-half-ton pickup truck,” and (2)



those putting the organization on record as expressing some sentiments or opinion, for example, "I move this cooperative adopt the following resolution: Resolved that XYZ Cooperative is in favor of taking an active part in National Farm and City Week."

The way to present a motion is for the member wishing to make the motion to rise and address the presiding officer, using his/her official title, or simply saying "Mr. Chairman" or "Madam Chairman." As a general rule, after a motion has been made, it must be seconded by another member; this member need not wait for recognition from the presiding officer. A motion must be of interest to at least two members of an organization if it is to be allowed to take up the time of the group.

If there is no second, even after the presiding officer has restated the motion and has called for a second by saying, "Is there a second to the motion?" the presiding officer should state: "The motion is lost for lack of a second."

After the seconding of the motion, to make sure that everyone has heard it and that the secretary has it properly recorded in the minutes, the presiding officer restates the motion as follows: "It has been moved and seconded that . . . . Is there any discussion?" After the restatement by the presiding officer, the members may discuss it and then vote. The presiding officer must exercise great care to observe parliamentary law applying to motions. A motion may be made only after the last speaker has finished any remarks, and yielded the floor. The presiding officer then recognizes the new member, addressing that person by name, if known, or by some other acknowledgment making it clear who is being recognized.

Where several members simultaneously want to be recognized, the order of preference for recognition may be as follows:

- The member who explains a proposal should have the first opportunity to offer a motion.

- The member who has not engaged in the discussion should be recognized ahead of one who has already spoken.
- The member who rarely speaks should be recognized before the member who is constantly on his feet.
- The member who is opposed to a proposition should be given an opportunity to follow one who is in favor of the proposition.

## Four Motions

Four classes of motions are used in meetings, and they must be voted upon in a definite order of preference.

*Main motions* are those that formally state and bring business before a meeting. “I move that XYZ Cooperative buy a pickup truck,” is an example of a main motion. **Main motions are** voted upon last in the order of precedence.

*Subsidiary motions* amend, or in some way alter, the disposition of main motions and must, therefore, be considered and voted upon ahead of the main motion to which they apply. An example of a subsidiary motion would be, “I move to insert the word ‘half-ton’ before the word ‘pickup,’” or “I move that the purchase of a pickup truck be referred to the finance committee.”

*Incidental motions* must be acted upon before subsidiary or main motions in the order of precedence and usually involve such matters as rules of order and the rights of **members**. For example, if the presiding officer entertains an amendment before a previous amendment has been acted upon, a member may rise and say, “I rise to a point of order. There is already one amendment pending.” The presiding officer would agree and rule the second amendment out of order.

*Privileged motions* have the highest priority and must be acted upon ahead of any other motions that may be pending. The three privileged motions, in the order of their priority, are to adjourn, to recess, and to a point of personal privilege.

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For example, a member may interrupt a speaker by saying “**Mr.(Madam)** Chairman, I rise to a point of personal privilege. The light on the stage is shining in our eyes and we are unable to see the demonstration.” It is the duty of the presiding officer to attend to the matter at once as it involves the immediate comfort or right of a member.

### ***Obtaining the Floor***

As a general rule, whenever a member has been recognized by the presiding officer and given the floor, that is, the right to speak, that member may not be interrupted. There are, however, a few instances where a speaker may be interrupted by another member wishing to make a motion that by its nature is subject to a time limit or that requires immediate attention. For example, a motion to reconsider a vote must be made at the same meeting at which the vote was taken, or the next business day if the meeting is part of a convention program. If the motion to reconsider is not made within the time limit specified above, it may not be made at all.

In the same way, a motion requiring immediate attention, such as a question involving personal privilege (the light shining in the member’s eyes, for example) or a question involving a point of order or parliamentary law, may interrupt the speaker.

With the exception of the motion to reconsider a vote, or to appeal a decision, of the presiding officer, the motions that may interrupt a speaker do not require a second. Most motions are subject to discussion and debate before they are voted on. Exceptions to this rule are motions that deal with procedure. Since rules of order and parliamentary law carefully outline procedure for meetings, motions involving procedure can be decided without debate.

Motions can be amended whenever it is possible to vary their form, or wording, without upsetting the central thought. For example, “I move that XYZ Cooperative purchase a pick-

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up truck” could be amended to read “I move that the Cooperative buy a half-ton pickup truck.”

It would not be permissible to amend this motion to provide for the purchase of something other than a pickup truck. The proper procedure would be to dispose of the original main motion by vote, and then to introduce a new motion covering the additional or alternate purchase.

### **Every Member Can Take Part**

One of the more important rules of parliamentary law is that every member of an organization has the right to take part in any discussion of business matters at meetings. This is not to say that every member must speak. But if a member wishes to enter into debate on an issue, the member must be given an opportunity to be heard.

Fully debatable motions include main motions, and motions to amend, to appeal, and to postpone indefinitely. As mentioned previously, a few motions—those involving matters of parliamentary procedure—are not debatable. Debate on a few others, such as a motion to refer a main motion to a committee, is limited to matters like powers and personnel of the committee and may not involve the merits of the main motion.

Certain rules for debate ensure an intelligent and orderly discussion. A member wishing to discuss a motion rises when the previous speaker has finished any remarks. The member addresses the chair, saying “Mr./Madam Chairman,” and waits to be recognized. As with the original motion, the presiding officer recognizes the member by some phrase that will make it clear to all who is being given the floor (recognized), such as “Pete Smith,” or “the member in the aisle seat in the fourth row.”

Having been recognized, the member wishing to speak has the right to be heard and for as long as needed, provided the member conforms to the rules of debate. These rules are:

1. The member's remarks must pertain to the question being debated. If the remarks wanders off the subject, the presiding officer must ask the member to confine remarks to the pending question.

2. The member's remarks must be impersonal. The motion being considered, not the member who proposed it, is the subject for debate.

3. The member's remarks must be orderly and courteous. Rude language is sufficient cause for the presiding officer to refuse the offending member further right to the floor.

4. The presiding officer must ensure that the member holding the floor is being heard. The chair must insist that the members listen to what is being said and must not allow any irrelevant discussion.

5. When all who wish to speak have spoken, the presiding officer brings the question to a vote by saying, "Is there any further discussion?" If none, then the question is put to a vote.

Even after part of the vote has been taken, a member has the right to discuss the question. Should such an event occur, the entire vote must be taken over again. Only when the presiding officer has announced the results of the voting is debate on a question finally closed.

## **Voting, Nominating, and Keeping Minutes**

The duties of voting, nominating, and keeping minutes come under standard meeting procedure. The presiding officer is on hand to see that these activities are carried out according to convention.

### ***Voting***

It is a fundamental principle of parliamentary law that the will of the majority rules in a democratic organization. That will is expressed by the vote. But a number of different con-

cepts exist on what constitutes a majority. Majority is defined as being “the number greater than one-half.” So any number in excess of 50 percent is a simple majority. The problem is to determine “50 percent of what?” All the members? All the members present? A quorum? The total votes cast?

Most organizations operating with a set of bylaws specify in the bylaws the requirements for a quorum. It is a good idea for the bylaws also to define the word “majority” as applied to that organization. In the absence of specific definitions, more than 50 percent of the members of an organization constitutes a quorum, and more than 50 percent of a quorum constitutes the majority required to take action binding on the organization.

For certain important decisions, such as amending the bylaws, many organizational bylaws require a majority vote greater than a simple majority, say 75 percent of the total membership.

In the case of a tie vote, the presiding officer may cast the deciding vote. The presiding officer may vote prior to this time only if voting is conducted by ballot.

Where there are more than two alternatives, or more than two candidates to be chosen from, it is possible to have a plurality but not a majority vote for one of the issues or candidates. A plurality would be a total of votes greater than any one of the others received, but not sufficient to pass a motion or elect a candidate.

A vote may be taken several ways. A voice vote is the most common. The presiding officer calls first for the affirmative (in favor of) vote, by saying, “All those in favor of this motion please say ‘aye.’” Then a call is made for the negative, “All those opposed, please say ‘no.’” The presiding officer decides whether the motion has passed on the basis of the relative volume of voices voting.

If the results of a voice vote are uncertain, the presiding officer may call for a show of hands, or for a vote by rising: “Will all those in favor of the motion please rise.”

The presiding officer has the secretary count the number voting for and against.

Still another method of voting is the roll call vote. Here the secretary calls the roll and records the “yes” or “no” vote of each member. If it is desired to keep the voting secret, it may be done by **ballot**.

Regardless of the method of voting, members may change their votes up to the time the presiding officer has announced the results.

The presiding officer always announces results when voting is completed. If it has been a voice vote, the presiding officer will say, “The ‘ayes’ (or ‘noes’) have it. The motion is carried (or lost).” If some member questions the voice vote he/she may call for a division of the assembly (an actual count of the affirmative and negative votes) to determine more accurately the voting of the members.

If the vote has been by ballot or roll call, the presiding officer must announce the number of votes, reading the affirmative vote first, “The vote is ‘for’-25; ‘against’-20; the motion is carried.” Both in taking a vote and in announcing the results, the affirmative vote comes first.

### ***Nominating***

Nominations of candidates for offices and committees may be made by any member present at a meeting where nominations are in order or may be made in the form of a report of a nominating committee

Using a nominating committee has a number of advantages. Prospective candidates can be interviewed ahead of time to see if they are willing to serve if elected. Their qualifications can be checked. Where different groups exist, or different areas are represented within an organization, the nominating committee method makes it possible to spread offices evenly among the various groups or areas.

The presiding officer opens nominations at a meeting by saying, at the proper time, "Nominations for the office of \_\_\_\_\_ are now in order." Or the presiding officer will call for the nominating committee report. The report of nominating committee constitutes nomination of those persons named in the report for the various positions to be filled.

The presiding officer then asks for any further nominations for each position in turn from the floor (the rest of the members present at the meeting) and adds these names to the names presented by the nominating committee.

With no nominating committee, all nominations come from the floor. To make a nomination from the floor, a member rises, is recognized by the presiding officer, and says, "I nominate John **Henson** for [president, secretary, or position]." Nominations do not require a second.

As each nomination is made, the presiding officer should repeat the name so everyone present knows who is being nominated. Then the secretary records it.

When the presiding officer feels that no more nominations will be made for an office, he/she says, "Are there any other nominations for \_\_\_\_\_?"

Before the voting or balloting is begun, the PO may offer the floor to each nominee. This provides the individual candidate the opportunity to express his or her views about the association's objectives and specific issues. The PO should predetermine, and so state, the amount of speaking time granted to each nominee. When the balloting or voting has been completed and tabulated, the PO or election leader announces the results.

Some farmer cooperatives will ballot or vote on the individuals nominated for the position before moving to the next position. This provides for any nominees not selected to become candidates for subsequent positions if nominated.

In voting, members do not have to vote for nominated candidates but may vote for any member who is eligible, except when voting is by voice vote.



Some meetings do not go through the formality of nominating candidates when voting is done by ballot. Without benefit of formal nominations, members vote for eligible members of their choice for each vacant position.

Unless provided for otherwise in bylaws, a simple majority of all votes cast is necessary to elect a nominee to office. Lacking such a majority, the vote must be taken over. This could happen if several candidates are nominated for one office. One way to solve this problem, should it arise, would be to require that the candidate with the smallest number of votes withdraw from the race at each successive balloting.

In the absence of provision to the contrary in the bylaws, a candidate takes office as soon as elected if the candidate is present at the meeting and agrees to accept the position. If not present and not consulted, the election becomes effective as soon as the candidate is notified and has not refused to serve.

### ***Keeping Minutes***

The secretary keeps the minutes of the meeting. They are a record of what took place at the meeting. They list the things done, business introduced, motions made, committee reports submitted, and voting on motions.

If a vote is counted, or a roll call taken, the secretary should read the figures and names. Although the secretary may summarize reports, it is better to put in the minutes simply that the report was made and then say that a copy of the report is on file with the secretary if needed for complete details.

Usually it is good practice for the secretary to take notes as the meeting progresses and then to write up the final minutes after the meeting is over. When completed, minutes are filed in a special minutes book. They must be signed by the secretary and kept in his/her possession. They are subject to inspection by any member who wishes to see them.

There is no place in the minutes for editorializing. Such remarks as “There was a witty exchange” or “Joan Gibbons gave an excellent report” are out of place. Minutes record business, not emotions.

The opening sentence in the minutes of a meeting should include the name of the organization, the type of meeting (regular, adjourned), and the time, place, date, and name of the person presiding. In smaller groups, the members in attendance may also be recorded. This list is often included in the minutes of board of directors meetings.

It is the duty of the secretary to read the minutes. At the proper place in the order of business, the presiding officer should call for the secretary to read the minutes of the previous meeting. When the secretary has finished reading, the presiding officer should say, “Are there any additions or corrections to the minutes?” If none are suggested, the presiding officer then says, “If not, the minutes stand approved as read.”

If corrections are suggested, they may be adopted by unanimous consent or put to a vote if a division of opinion occurs as to the corrections suggested. After corrections have been made, the presiding officer may then say, “If there are no further additions or corrections, the minutes will stand approved as corrected.” Minutes that have been approved and then amended at a later meeting require a two-thirds majority vote for correction.

After the minutes have been approved, either with or without corrections, the secretary writes “approved” at the bottom of the minutes, the date of the approval, and his/her name or initials.

Minutes give continuity to a meeting, by bringing members up to date on organization affairs. Where the reading of minutes is deferred, this continuity is lost.

## ***Presiding*** Officer

The key person at any meeting, whether it be a board of directors, a committee, or a meeting of all the members, is the presiding officer. It is this person's responsibility to make sure all those present have had a chance to express themselves and, at the same time, to see to it that the business for which the meeting was called is taken care of.

To do all those things, the presiding officer must be tactful, courteous, must know all about the business of the organization, and must have a good grasp of parliamentary procedure. The presiding officer must keep the discussion focused on the problem at hand, must be able to guide the meeting without coercing the members, and must be at all times impartial and impersonal.

The presiding officer has a number of duties that cannot be delegated to others, such as calling the meeting to order, disposing of business in the proper sequence, and keeping the meeting orderly. He/she must recognize members who wish to speak, must restate all motions to be sure that all have heard, and, if possible, must explain the effect of the motion where uncertainty exists. The presiding officer must keep discussion focused on the problem and must understand parliamentary law well enough to keep the meeting functioning in accordance with that law.

With a presiding officer who can do all these things, meetings will be interesting, democratic, and fruitful.

## APPENDIX E-PUBLICITY CHECKLIST

1. One month before meeting:

First news release. Use in co-op newsletter or statewide publication. Include brief background on meeting-theme, anticipated attendance, principal speaker, etc.

2. Three weeks before meeting:

Second news release. Send to local newspaper, and radio and TV stations; statewide publication; use in co-op newsletter. Enlarge on information included in first release. Include photos of special speakers and entertainment; perhaps a picture of last year's meeting-crowd shots, contest winners, entertainers, prizes awarded. In co-op newsletter, give instructions on how to get to meeting place, parking facilities, and perhaps a sketch of the flow of traffic within meeting area. Note location of registration tables, stage, exhibit area, etc. Include special instructions for meals.

3. Two weeks before meeting:

Send releases to local newspapers, and to radio and TV stations. In addition to straight news items, place advertisements with local media. Be sure your material reaches weekly papers in time for their next publishing date. Schedule releases so weekly papers will not be scooped by dailies. Place posters or signs in co-op office and delivery trucks.

4. One week before meeting:

Make a personal visit to local editors and radio and TV broadcasters to remind them of meeting; invite them to cover it. Discuss importance of cooperative to the community, members, and employees active in civic affairs, historical background of the cooperative, and board meeting highlights. Arrange for photographic coverage of meeting.

5. One day before meeting:

Place signs or banners and guide arrows leading to meeting area. Renew invitation to key press people.

6. The day of the meeting:

Have ready for distribution to all news media, copies of key speeches, reports, biographies of board candidates, background notes on important visitors, guests, and the like. Prepare copies of important resolutions that develop during meeting.

7. The day after the meeting:

Prepare follow up material for local media and co-op publication. Give highlights of meeting--co-op progress reports, newly elected directors, winners of contests, size of attendance. Include feature angles--member coming longest distance, oldest member attending, and the like. Have selection of photos to cover major points of story.

### ***Talks by Association Officials***

Two questions must be decided: Who is to speak? What subjects are to be covered? The number of speakers is limited by the warning not to load the program with association officers to the exclusion of other features.

If several officers are to speak, they should get together to plan the subject matter that each is to cover. Some points may be so important that they deserve mention by every speaker. Many others will bore the listeners if repeated in detail. Furthermore, it is embarrassing to the second speaker to discover that part of the subject has been covered by the first.

If boundaries between subjects are clearly defined, two speakers talking 20 minutes each will probably hold the attention of listeners better than one speaker talking for 40 minutes. An unusually effective speaker may warrant an exception.