



Colorado Chautauqua Association Minutes of the Board of Director's Special Meeting December 16, 2020 6:00 pm

Offices of Bryan Cave Leighton Paisner,
1801 13th Street, Suite 300, Boulder, Colorado

Directors Present: Nan Anderson, Linda Arroyo-Holmstrom, Henry Beer, Bill Briggs, Frank Bruno, Anne Clemons (via conference phone), Dan Corson, Shun-Luoi Fong, Mike Franson, Bruce Neumann, Margaret Ryder, Cindy Schmidt, Alice Trembour, Star Waring (via conference phone), Mary Young (arrived at 6:15 pm)

Staff Present: Shelly Benford

Visitors Present: Karen Leaffer and Becky Farr (Leaffer Law Group), Chris Hazlitt (Bryan Cave Leighton Paisner), Tom Carr (Boulder City Attorney)

I. CALL TO ORDER; DETERMINATION OF A QUORUM

President Anderson called the meeting to order and determined that a quorum was present for the conduct of business. She confirmed the purposes of the special meeting were to discuss legal matters relative to the Association's lease agreement with the City of Boulder and the City's request for the Association to update and modernize its governance structure. Both Ms. Waring and Ms. Clemmons confirmed that they were the sole people, listening to the call, from their respective locations.

II. MEETING

Mr. Neumann was recognized and invoked Article V, Section 4 of the bylaws. He objected to holding and transacting business at the meeting, citing the absence of notice to and opportunity for input from members. He stated that he, therefore, would not vote for or assent to any action taken at the meeting. Mr. Hazlitt noted Mr. Neumann's objection.

At 6:03 pm Mr. Briggs moved (Mr. Beer seconded) that the board move into executive session. The motion passed 14-0-1.

The board discussed with Mr. Carr legal matters relative to the Association's lease agreement with the City of Boulder and the City's demand for the Association to update and modernize its governance structure. Mr. Carr left the meeting at 6:53 pm. The board continued to discuss with legal counsel such matters, and to review draft articles and bylaws prepared by legal counsel to respond to the City's demand.

At 9:01 pm Mr. Bruno moved (Mr. Briggs seconded) that the board leave executive session. The motion passed 14-0-1.

Mr. Beer moved (Mr. Corson seconded) that the board adopt the following resolution:

The Board of Directors approves, proposes, and recommends for member approval, the adoption of the Amended and Restated Articles of Incorporation and Bylaws as set forth in the two documents distributed to the board with the agenda for the meeting, with the revisions agreed upon during executive session.

Ms. Leaffer and Ms. Farr then reviewed with the board the revisions made to the documents during executive session. The motion was passed 12-2-1.

Ms. Leaffer and Ms. Farr will distribute clean copies of the proposed and amended articles and bylaws, as revised, to the board in a timely fashion.

Mr. Corson moved (Ms. Waring seconded) that the board adopt the following supplemental resolution:

The Board of Directors authorizes and directs the appropriate officers of the Association to seek voting member approval of the Amended and Restated Articles of Incorporation and Bylaws by ballot in accordance with the Colorado Revised Nonprofit Corporation Act and the Association's current bylaws. In conjunction with this direction, the Board of Directors makes the following determinations:

- the record date for determining voting members entitled to vote on such action will be Tuesday, December 17, 2019 at 12:01 a.m., MST;
- ballots will be sent out no later than Wednesday, January 22, 2020; and
- 30 days is a reasonable time for voting members to return their written ballots to the Association, and as such, written ballots must be received by the Association by 11:59 p.m., MST, on the 30th day from the date of mailing to be counted.

After discussion and further explanation by legal counsel, the motion passed 14-0-1.

At 9:30 pm Mr. Franson moved (Ms. Schmidt seconded) that the board go into executive session. The motion passed 14-0-1.

During the executive session, Ms. Anderson used her authority as President to appoint an ad hoc Communications Review Committee consisting of Ms. Schmidt, Ms. Trembour, Ms. Waring, and Mr. Briggs.

At 9:51 Mr. Bruno moved (Mr. Briggs seconded) that the board leave executive session and adjourn. The motion passed 14-0-1.



Secretary, Star Waring