



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

*Directors Present:* Nan Anderson, Linda Arroyo-Holmstrom, Henry Beer, Bill Briggs, Frank Bruno, Anne Clemons, Dan Corson, Shun-Luoi Fong, Bruce Neumann, Margaret Ryder, Cindy Schmidt, Alice Trembour, Star Waring, Mary Young

*Directors Absent:* Mike Franson

*Staff Present:* Shelly Benford, Charlotte O'Donnell (until executive session)

*Visitors Present:* Karen Leaffer and Becky Farr (Leaffer Law Group), Chris Hazlitt and Tim Reynolds (Bryan Cave Leighton Paisner).

**I. CALL TO ORDER; DETERMINATION OF A QUORUM**

President Anderson called the meeting to order at 6:01 pm and determined that a quorum was present for the conduct of business. She confirmed the meeting was a special meeting of the board called by Ms. Clemons, Mr. Neumann, Ms. Ryder, and Ms. Trembour, and as a special meeting, the meeting was not open to the public. She stated that the agenda, as established by the four directors, pertained to a number of legal matters. Therefore, the agenda was reordered to allow the Board to move into executive session to confer with CCA's attorneys. Ms. Ryder stated that she had expected there would be public participation and she objected that the public was not allowed to participate or observe the meeting.

**II. MEETING**

Discussion of Proposed Amended Articles and Bylaws and Membership Vote (summary of changes prepared by legal counsel, feedback received by CCA directors and/or discussed at Town Hall meeting)

Ms. Leaffer stated that per CCA's bylaws, a summary of changes must be prepared in connection with proposed amendments to the articles and bylaws, and she distributed a copy of the summary her firm prepared (attached as *Exhibit A*), which was posted on CCA's website and would be made available in connection with the distribution of ballots to the membership. Ms. Leaffer highlighted the most material changes, being the conversion of the membership from a voting membership to a nonvoting membership, and the changes that flow from that. She noted that the other changes either clarify provisions in the current bylaws, conform them to current Colorado law, or update them to reflect best practices.

President Anderson provided a summary of the feedback received from the prior evening's Town Hall meeting (attached as *Exhibit B*). Ms. Ryder and Ms. Clemons requested the minutes to more strongly reflect the volume of feedback from attendees challenging the merits of Mr. Carr's assertion that he could declare breach of the lease; Mr. Carr's linkage between the governance structure of Chautauqua and the sublease rents; and the process followed by the board in approving the changes to the articles and bylaws, which they felt should be more collaborative and public in nature.

As to other feedback received by CCA directors, Ms. Clemons reiterated objections raised by Mr. Franson to Mr. Carr's assertions and the board's process for approving the bylaws.

President Anderson indicated she's heard positive feedback about the proposed changes, as demonstrated by the letters to the editor. She noted that many CCA members, as well as past CCA executive directors and directors and former city council members and Colorado Music Festival board members, are familiar with the problems with the current voting structure and have expressed appreciation to the board for finally taking it on and ensuring the board would be more broadly representative of the many stakeholders in the community. Other board members provided similar feedback.

Ms. Ryder expressed her concern about whether the members would support the proposed bylaws given the process followed. She acknowledged other board member's concerns that vote buying could happen if the process was extended but felt the membership could get behind new bylaws if developed after a more collaborative, public process. Ms. Ryder distributed a summary of other processes and governance structures that could be considered (attached as *Exhibit C*). She expressed concern that a governance structure without membership voting would lack opportunity for public scrutiny.

***Legal Matters (letters from CCA Ms. Ryder to board, procedural requirements of bylaws, presentation by legal counsel)***

At 6:33 pm Ms. Waring moved (Mr. Beer seconded) that the board move to executive session. The motion passed 14-0. Ms. O'Donnell left the meeting. The board discussed with legal counsel certain legal matters related to the amended articles of incorporation and bylaws that were approved by the board on December 16, 2019 and were being submitted to a membership vote. Mr. Briggs left the executive session briefly from 7:45 to 7:55 pm, to check on an event being held upstairs.

At 8:25 pm Mr. Briggs moved (Ms. Waring seconded) that the board leave executive session. The motion passed 14-0.

***Continuation of Discussion of Proposed Amended Articles and Bylaws and Membership Vote***

Each director gave a summary of their position with respect to the proposed changes to articles of incorporation and bylaws approved by the board, and recommended by the board for membership approval, at the December 16, 2019 special meeting of the board, after taking into consideration feedback received from the community and in the prior evening's Town Hall meeting, as well as the additional 2-hour discussion in executive session at this meeting:

- Cindy - The voting issue is at the center of the concerns raised by the City. The board needs to move quickly to fix the voting problems to alleviate the City's concerns. The proposed bylaws are good; they are bylaws that were written by a nonprofit expert and are standard and consistent with statute. The board had to move quickly and set a record date to avoid further vote buying to defeat the amendments, and the board needs to stick with that now. The organization has constituents who would like to discuss the bylaws more and make suggestions, and the board should consider those when it has time to do so. If passed, the bylaws will give the board the freedom to make further changes without going to the membership to get their approval, and she supported a board resolution to demonstrate intention to work on outstanding problems/issues.
- Star - Her biggest concern since taking a position on the board is how easily manipulated elections are, which she finds appalling. She has been in favor of making changes to bylaws to fix the situation for some time. The proposed bylaws are much better than the current bylaws; they eliminate the issue of vote buying. The board should move forward with the bylaws vote but she is not sure the board can do a resolution tonight to put a process into place to consider further changes.
- Bill - The board needs to focus on the main substance of the bylaws, not the other important but extraneous issues, which the board can handle once the new bylaws are in place. The board needs to ask itself if it has a set of bylaws that will fix the current problems of vote buying. The proposed bylaws 1) sound like they were written in the 21st century—they look and feel modern, whereas the current bylaws are fossilized; 2) completely eliminate voting improprieties, which is absolutely critical; and 3) allow the board more flexibility and adaptability--future revisions can be made without going to the membership. The board needs to focus on the product vs the process. The product is good, even if the process has been less than ideal at times. The board must look beyond process and move forward to the vote. Vote buying is getting worse every year. The organization cannot be seen operating that way. The board needs to move ahead with the vote and change the bylaws to fix the problem.
- Frank - Agrees with everyone who has spoken so far. The current bylaws are antiquated because the board could never get to a membership vote to change them due to the 75% approval requirement—the process would always bring the board back to this place. The board needs to do the responsible thing. He is in favor of a resolution that would allow the board to change the bylaws going forward as needed, and the board can't ignore its fiduciary responsibility to do so. At

the same time, the board can't allow antiquated bylaws to stop it from amending the bylaws now. He is in favor of moving forward with the vote.

- Linda - Her role on the board was to infuse the idea of bringing more diverse programming and audiences to Chautauqua; she grew up in Boulder as part of a hard-working Latino family that found respite at Chautauqua; Chautauqua was her back yard and her family's pride. The changes to the bylaws would allow the board to bring more diversity to the board. Chautauqua continues to be a shared beloved place that is embraced by all; she fully understands there are multiple stakeholders. The very existence of Chautauqua is in jeopardy—the governance is flawed and we are at risk of default; our future is up in the air; it would be a tremendous setback to Chautauqua and its stakeholders for the vote not to go forward. The board has no choice but to act and should not delay the vote. Manipulating votes is at the crux of the problem. Experience shows a significant spike in membership buying prior to elections. It makes no difference who is spiking it; it just underscores the serious flaw of the membership voting model. This has to change. She does not find it prudent to delay the vote. A “no” vote on the proposed changes will have repercussions and widen the crevasse between CCA and cottagers. She encourages more relevant and meaningful dialogue between the board and stakeholders. Strong relationships are vital and are the foundation of a healthy board. She supports creating a resolution that would reassure the public that we have all constituents in mind.
- Alice - The membership should not vote for board members. However, she does not foresee a successful election because the process of not engaging with members is perceived as flawed. The organization will be back to where it started; the board should use whatever means it can agree on with experts here to advise on options and that would mean not going forward with the vote now. The board should at least talk about what happens if the vote fails. What happens if we have a “no” vote?
- Shun-Luoi - After studying the issues, he believes the board is taking the right step with the vote. The vote may fail, but it is still in the best interest of the organization and stakeholders and the long-term health of the organization to fix the voting problems. If the organization can fix the issue of membership vote buying, the board can be empowered to use its abilities to support the organization; the onus will be on the board to take public's concerns seriously and to acknowledge difficulties with the process. He also believes it is important to differentiate between the product and the process; the product helps us move forward; helps us communicate our commitment to the organization and is a commitment to honor people's stories. When the dust settles, hopefully we can rebuild relationships.
- Henry - Cottagers are the best organized and most engaged group of members. He asked the cottager board members to think about ends, rather than means, to benefit all constituents. If they support it, the initiative would pass. The new bylaws will allow the board to lead in an efficient, effective way that will benefit all constituencies beyond the level it can do now. Most members purchase memberships to get tickets and don't vote. He recognized the different level of commitment of the cottagers and asked them to consider the importance of this initiative. A self-perpetuating board works and is the best way to ensure open board seats are filled with qualified candidates to fill needed roles.
- Bruce - The process of amending the bylaws is killing the spirit of Chautauqua by disenfranchising many people. The process is not representing the interests of members. He doesn't believe the new bylaws solve the problem of voting manipulation; it just allows the manipulation to be done by the board. He wishes other directors would have put forward a proposal to fix the problems with the voting process before getting to this point.
- Mary - She believes in the importance of getting rid of membership voting and wants to go ahead with the vote. Then the board can define a process by which the board would amend the bylaws and consider recommendations for changes later. She would support a resolution to this effect, and suggested language for a possible resolution.
- Margaret - CCA would benefit from a new innovated structure responsive and transparent to the public to avoid special interest group influence. She stated: Chautauqua and the City only stand to benefit from the amended Articles and Bylaws that are a result of a collaborative and mindful process. Our members are likely to pass such a proposal with joint

comprehensive support instead of divisive positions if we take a step back to reassess CCA's options for organization change. The Executive Committee knew something was coming and they have put CCA in this position by not including us [the full Board] from the start. Tom Carr did not set this timeline, the Executive Committee alone set the stage for this and that does not give me faith in this process. Delaying the process costs us nothing. She does not want to be named in a lawsuit. She wants to do it right and start over. She suggested changing the bylaws to three dedicated cottager seats and resetting the record date to tomorrow.

- Dan - The guiding principle is stopping vote buying, and therefore, the record date should be maintained to prevent vote buying. CCA is under threat from the City, whether we believe it or not, and the process was pursuant to legal advice and the board should follow it. He also offered language for a possible resolution.
- Anne - There is still an opportunity for the board to talk to Mr. Carr and tell him how serious we are about changing the governance structure, but we need a more collaborative and deliberate process. Mr. Carr is not imposing a timeline on this; he is not triggering the default yet. She recommends delaying and giving more time to work on bylaws. She has concerns about proxy process and voting process.
- Nan - When she joined the board, she did not know anyone from Boulder, and could never have garnered enough votes to be elected by the membership. However, she was appointed by the board because of her experience with National Historic Landmarks, and hopes she has added value to the organization, just as other board appointees have added value. Linda has opened her eyes to the depth of the Latino history at Chautauqua and Shun-Luoi has brought his valuable story telling experience and abilities to the website. She believes there is hope in going forward. She quoted Phil Shull, former CCA Board President, who said CCA board is the one he liked the best because he felt it held people to the highest standard; she believes we have the best legal and 501c3 advice we can have and is hopeful that we can move forward.

There was some discussion about proxy voting, including who advised the use of proxies, who approved the proxies, and how CCA would ensure proxy votes are counted properly. Mr. Hazlitt responded that it may have been he who advised the use proxies, as proxies are commonly used. Ms. Leaffer indicated that proxy voting is allowed by statute and not prohibited under the bylaws. It was clarified that a third party, CCA's auditor, would be responsible for collecting the proxies.

Mr. Hazlitt reported that some cottagers represented by separate legal counsel, who have threatened legal action against CCA, had requested a one-week delay in ballot distribution to try to reach a resolution. He recommended language for resolutions regarding how to proceed with the vote on the amended articles and bylaws and the creation of an election oversight committee. Directors who proposed language for resolutions in their remarks deferred to his language.

After further discussion, Mr. Corson moved (Mr. Bruno seconded) that the board adopt the following resolution:

*Resolved, that the Board determines to proceed with the membership vote on the amended and restated articles of incorporation and bylaws approved by the Board and recommended for membership approval at the December 16, 2019 Board meeting, and is committed to taking into consideration input received from stakeholders to be reviewed and considered carefully and in good faith at its March 2020 Board Retreat, and thereafter, including consideration of further revisions to the proposed articles and bylaws, if those proposed documents are approved by the membership.*

The motion passed 11-2 (with 1 abstention).

After further discussion, Mr. Corson then moved (Ms. Waring seconded) that the board adopt the following resolution:

*Resolved further, that the distribution of ballots shall be delayed by up to 7 days in order to gather additional stakeholder input, and that the receipt date for ballots shall be extended to no later than February 25, 2020.*

The motion passed Vote: 11-3.

Other Business - Included approval of minutes of special board meeting held December 16, 2019, reinstatement of election oversight committee, CCA board member discussions with the board of Colorado Chautauqua Cottagers, Inc., discussion of and revisions to CCA's whistleblower and conflict of interest policies, and budgetary impact of legal fees for the proposed action.

Discussion ensued about the desirability of reconstituting an oversight election committee to oversee the membership's vote on the proposed documents, the president's authority to appoint the committee, the size of the committee, and who had the capacity to serve. Mr. Bruno moved (Mr. Corson seconded) that the board adopt the following resolution:

*Resolved further, that an ad hoc Election Oversight Committee is hereby established for this election, and to be disbanded at the conclusion of their duties for this election, consisting of Bill Briggs, Margaret Ryder, and Mary Young (or her designee).*

The motion passed 13-0 (with 1 abstention).

Ms. Schmidt raised a point of order objecting to the approval of the minutes of the December 16, 2019 special meeting, on the basis that under *Robert's Rules*, minutes are to be approved at the next regular meeting, not special meetings. President Anderson supported the point of order and moved on to the next agenda item.

President Anderson indicated that one of Ms. Ryder's letters to the board suggested that members of the Chautauqua board meet with members of the Colorado Chautauqua Cottagers board to discuss an MOU or guiding principles with respect to their ongoing relationship. She reported that there has been some back-and-forth as to that meeting, and the meeting has not yet taken place or been scheduled but is anticipated to in the near future. Ms. Ryder asked that President Anderson consider coordinating through her, as she is on the boards of both organizations.

President Anderson also indicated that one of Ms. Ryder's letters to the board suggested a review and update of CCA's whistleblower policy and conflict of interest policy, in connection with the City's demand. She pointed out that CCA's Form 990 indicates that CCA has a whistleblower policy, but it's not posted on the website. Ms. Leaffer indicated that the whistleblower policy, which was distributed in connection with the special meeting, is focused on employees, and as such, is found in the HR handbook. She did, however, recommend that the board consider a more robust "governance" style whistleblower policy for CCA covering more individuals, and she would provide a template for the governance committee to consider. Discussion then ensued about tasking the governance committee to undertake a review of these policies and come back to the board with a recommendation.

Ms. Trembour moved (Mr. Bruno seconded) to refer the whistleblower and conflict of interest policies to the governance committee for review. The motion passed 14-0.

Mr. Neumann inquired about the legal fees incurred by Chautauqua in 2019 in connection with the proposed changes to the articles and bylaws, and staff reported. Mr. Neumann also inquired about when work began on the bylaws, and Ms. Leaffer advised. Ms. Leaffer reported that multiple options were considered, starting with bylaws revisions in May 2019. Mr. Neumann responded that this was inconsistent with information provided to the Board in December and if this work has been ongoing since February, why wasn't the Board informed before December? Ms. Leaffer indicated that was not her recollection of the December meeting. There was no further discussion. No action was taken.

At approximately 9:45 pm, Mr. Bruno moved (Ms. Waring seconded) to adjourn the meeting. The motion was approved 14-0.



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Secretary, Star Waring



**Summary of Proposed Changes to Current Articles of Incorporation and Bylaws  
of Colorado Chautauqua Association (CCA)  
Prepared by CCA's Legal Counsel**

**January 9, 2020**

- Chautauqua's membership will convert from a voting membership to a non-voting membership.
  - Members will still be entitled to membership benefits, such as advance purchase and discounted ticket prices.
  - However, members will no longer have voting privileges with respect to the election of directors, the amendment of CCA's governing documents, or the approval of major transactions. As such, provisions around member meetings, member voting by ballot, and membership initiatives are no longer needed in the bylaws. The reasons for this change are discussed at <https://www.chautauqua.com/about-us/forward/>.
- As a result of this change, the Chautauqua Board will fill the 12 elected positions on the Board after a public call for nominations. As in the past, the City will continue to appoint 2 directors and the Colorado Chautauqua Cottagers, Inc. will continue to appoint 1 director (so long as such entity remains in good legal standing).
- Also, the Chautauqua Board will be permitted to remove elected directors, board officers and the CEO with or without cause with a 2/3 super majority vote of the Board, and appointed directors for cause with a 2/3 super majority vote of the Board, following a transparent notice process. As in the past, the City and Colorado Chautauqua Cottagers, Inc. may also remove their appointed directors.
- Finally, in the future, the Chautauqua Board will be permitted to amend CCA's articles and bylaws by a 2/3 super majority vote of the Board, without the need for membership approval. However, any amendment must be permitted under the terms of CCA's ground lease with the City of Boulder.
- Consistent with more modern governance practices, certain provisions in the current documents have been removed from the new versions and are anticipated to be addressed by corporate policy, a more "dynamic" living document. For example:

- The statements of CCA's values and community benefit will move from the articles of incorporation, a static document that is rarely reviewed, to policy that is frequently reviewed, to better guide the Board and other stakeholders.
  - There will continue to be an annual meeting in July. However, the number and timing of other regular board meetings will be established by corporate policy and board resolution.
- Also consistent with more modern governance practices, particularly for organizations with staff, the titles and functions of the CCA board officers and staff officers have been modified to better reflect the governing versus management roles of such officers. Board and staff officers will continue to be limited to holding one position, although there is a limited exception for board officers who can hold two positions on an interim basis not to exceed 90 days in extraordinary circumstances.
- Some of the provisions of the current bylaws that do not conform to current Colorado law have been corrected in the new bylaws, including:
    - Location of CCA's "business office" and its "registered agent" address.
    - Deemed resignation by Board members who fail to attend board meetings.
    - Manner in which the Board can act without a meeting.
- Some of the provisions of the current articles of incorporation and bylaws are now presumed or covered more specifically by Colorado statute, and have been removed from the new articles and bylaws because they are no longer required, including:
    - Duration of the corporation.
    - Its registered agent.
    - Applicable limitations if Chautauqua were reclassified as a private foundation.
    - Recordkeeping and public inspection requirements.
- The new bylaws also clarify the following:
    - Board officers must serve on a volunteer basis.
    - Compensation of senior management must be determined following procedures that are consistent with IRS standards for 501(c)(3) organizations.
    - Bylaws are subject to the terms and conditions of Chautauqua's lease with the City of Boulder.

## Exhibit B

### 1. Feedback discussed at Town Hall Meeting on January 15, 2020 (*Nan*)

- a. **Substantive Changes to Documents:** The feedback regarding substantive changes to the articles and bylaws only focused on two issues: 1) elimination of member voting privileges; and 2) the move to a self-perpetuating board.

#### 1) Voting privileges

- Mr. Carr confirmed the City's position that Chautauqua park (the land and buildings) is an asset owned by the City; it is one of the crown jewels of Boulder; and there are many stakeholder groups who have a strong interest and passion in this community resource.
- The City's expectation is that CCA will balance the needs and interests of all these groups.
  - He believes the current membership structure has made the organization susceptible to special interest groups, who can buy memberships inexpensively, and potentially control the board and pursue their agenda at the expense of other stakeholders.
  - His concern is with any special interest group (e.g., neighbors who may want to disallow amplification of concerts), not just the cottagers, and he emphasized that other groups could change Chautauqua in ways that could be "disastrous."
- The cottager members objected to the elimination of voting rights.
  - The reasons for the objection centered around the ability to elect board members.
  - There was also discussion about the history and legacy of the cottagers, as some of the original founders of Chautauqua, and whether this history warranted a special role at Chautauqua. Mr. Carr's response was that all of the stakeholder groups were equally important.

## 2) Self-perpetuating board

- The cottager members questioned whether a self-perpetuating board would be more susceptible to the influence of special interest groups and suggested a structure that ensured representation of each stakeholder group.
- Ms. Leaffer explained that a self-perpetuating board is the most common form of governance with 501c3s, especially with cultural institutions.
  - Voting memberships are relatively rare in the 501c3 context, largely because they are complex, costly, and susceptible to the types of problems we are experiencing. She mostly sees voting memberships with trade associations and homeowners associations.
  - The board has fiduciary responsibilities, unlike a voting membership. This means the board has a special responsibility to vet and recruit board members to ensure diversity in representation.
  - Term limits built into the bylaws, to ensure the board is refreshing itself.

**b. Process.** Most of the feedback was focused on 1) the merits of Mr. Carr's assertions as to sublease rates; 2) the desire to delay the vote to have more inclusive process with opportunity for public comment.

- Mr. Carr confirmed that he was absolutely prepared to litigate this issue. However, his primary concern was the governance structure. He indicated that the amended documents satisfied him, and that he would not pursue action under the lease if they were adopted.

**JANUARY 16, 2020 STATEMENT OF MARGARET RYDER AT CCA SPECIAL BOARD MEETING  
REGARDING JANUARY 15, 2020 CCA TOWN HALL MEETING WITH TOM CARR**

*"If you quit on the process, you are quitting on the result." -Idowu Koyenikan*

I agree the Colorado Chautauqua Association Inc. ("CCA") would benefit from a new innovative structure responsive and transparent to the public to avoid special interest group influence. However, the use of a threatened lease default to achieve good organizational change within CCA is neither a model of good process nor one the City or CCA should be proud of or encourage. Consequently, the proposed amended Articles and Bylaws do not even come close to addressing the City's actual concerns about special interests within CCA's governance.

I acknowledge the Board's approval of the amended organizational documents, and that Mr. Carr insists he is serious about the City's potential threat to declare a lease default. However, he admitted last night that declaring a lease default would still require City Council approval. The Board at this point must also consider Mr. Garnett's demand for the Board to delay the vote is *actual and imminent with a deadline of tomorrow*, with no further provisos and caveats as the case is with the City. Costly litigation will only hurt CCA. Instead, we should jump at the opportunity to reconsider our vote given Mr. Carr's willingness to cooperate with CCA if mediation or other collaborative efforts are undertaken to propose an alternative organizational change addressing the City's concerns, while also avoiding litigation.

I urge the CCA Board and the City to strongly consider further discussions based on my comments below and our members last night that a better process for CCA organizational change is well-advised for a superior result. Chautauqua and the City only stand to benefit from amended Articles and Bylaws that are the result of a collaborative and mindful process. Our members are likely to pass such a proposal with joint comprehensive support instead of divisive positions if we take a step back to re-assess CCA's options for organizational change.

**I. LEASE DEFAULT ALLEGATIONS ARE FALSE:** While I am aware the consequences of a default would be devastating to me personally, to CCA, and to the City, the information available to me does not support there is any basis for lease default allegations: (1) lease defaults cannot be triggered by the City's demand for organizational change, or disputes among CCA and the cottagers; (2) in compliance with CCA's conflicts policy, CCA director/cottagers did not vote on the lease or sublease, or any other conflicting interest transaction; and (3) the sublease rate was negotiated and approved by CCA and City Council.

**II. PROCESS PROPOSAL:** The Board should consider undertaking a better process for organizational change in line with the City's values for good process, the Chautauqua Guiding Principles, and comments received at last night's Town Hall meeting:

1. Vote tonight to delay the election on proposed amended articles and bylaws for 90 days
2. Undertake a study
  - a. Hire a consultant to undertake a study of Chautauqua needs with respect to its governance structure. CCA might consider joint retention of the City's consultant used to develop the Guiding Principles, along with a nonprofit consultant.
  - b. Conduct case studies of other nonprofits/Chautauquas of a similar size/mission
3. Get community input
  - a. Plan further Town Hall meetings to gather opinions and/or present the consultant's opinions
  - b. Conduct survey of prior CCA Board Members and general members identifying top issues in governance
4. Further Board consideration
  - a. Governance committee should be re-arranged to include no more than one member of the Executive Committee, one cottager representative, one City representative, and other stakeholders
  - b. Proposed amended articles and bylaws should be subject to Board discussion during at least two meetings scheduled two weeks apart prior to being put to vote by the Board
  - c. Obtain the assistance of a mediator acceptable to all stakeholders to discuss proposed changes
5. Board should vote on amended Articles and Bylaws and re-set the vote date

**III. CONTENT PROPOSAL:** Obtaining a consultant's opinions, community discussion, and further Board consideration is likely to generate many substantive comments to CCA's governance, including those mentioned at last night's Town Hall meeting, such as:

1. Membership Voting Revisions

- a. Create a voting and a non-voting membership where qualifications for voting membership for the duration of the 2015 Ground Lease term include:
  - i. City of Boulder residents
  - ii. Cottage owner or family member within four degrees of consanguinity
  - iii. Renter for two week minimum of CCA-owned cottages in the past 3 years
  - iv. Other members who currently have memberships would be "grandfathered" and remain members until they fail to renew their voting membership dues
- b. Set the record date for any election at six months prior to the date of the election to avoid Board or member manipulation for elections

2. Board Composition Revisions

- a. More than one cottager representative for a diversity of perspectives and to improve input
- b. Have a cottager representative on the Executive Committee
- c. Increase the size of the Board similar to other notable nonprofits (20-25 Directors?)
- d. Require Board representation from other important community partners possibly including Open Space and Mountain Parks, Historic Boulder, National Historic Landmarks, SCFD, University of Colorado at Boulder, Colorado Music Festival, Boulder Chamber, a neighborhood organization/Friends of Chautauqua, City of Boulder Office of Arts and Culture, etc.
- e. Consider a board seat in honor of the Los Seis incident to ensure diversity and inclusion
- f. Increase City representation on the Board as desired during 2015 lease negotiations
- g. Have City Directors act as a tie-breaker for the Board so City control is increased
- h. Prohibit more than one Executive Committee member on Board committees

3. Transparency Revisions

- a. Require adoption of comprehensive whistleblower policy and procedures applicable to Board members, employees, volunteers, the public, and the City
- b. Require comprehensive review of conflicts of interest policy among members, the Board, and CCA employees
- c. Do not allow removal of a director without cause and state what "for cause" removal means to avoid minority opinions being dismissed.
- d. Board meetings should be open (unless in executive session) and allow for public comment at the beginning and possibly the end, and all Board meeting notices and minutes should be posted online and e-mailed to a list serve of members/community partners.
- e. General Town Hall meeting should be required at least once annually and for any proposed Amendments to Articles and Bylaws
- f. Conduct and publish online an annual member/community survey
- g. Items available for public inspection and copying during regular business hours (generally listed in current but not proposed amended Bylaws) should include:
  - i. Articles of Incorporation, Bylaws, and Board policies
  - ii. Minutes of all meetings of the Board (except minutes taken of executive sessions), all Board committees, and a record of any action taken by action in lieu of meeting or by ballot;
  - iii. List of the names of the current members;
  - iv. List of the names and contact information for the current directors and officers;
  - v. Copy of the most recent corporate report delivered to the Colorado Secretary of State;
  - vi. Financial statements and tax returns including Form 990s, and Form 990-Ts for the past seven years
  - vii. Tax Exempt application (Form 1023) and the IRS § 501(c)(3) determination letter;
- h. Allow CCA to charge a reasonable cost for gathering and copying documents for public requests