

**Colorado Chautauqua Association
BOARD OF DIRECTORS MEETING
Rocky Mountain Climbers Club**

July 24 , 2023
Meeting Minutes

Directors Present: Star Waring, Trudy Turvey, Frank Bruno, Peter Spear, Cathy Greer, Judy Heeter, Amanda Prentiss, Brett Shelton, Sara Matthews, Tara Winer, Sandra Weeks (joined via Zoom initially and in person thereafter), Pat Shanks (joined via Zoom), and Jason Ochs (joined via Zoom).

Directors Absent: Polly Fields

Staff Present: Shelly Benford, Jason Hill, Gabriela Gonzalez, Liza Purvis, Wanona Tara, Marah Bradley, Dan Summers

Invited Guests: Karen Schauble of Schauble Law Group and Tim Reynolds from Bryan Cave Leighton Paisner, Legal Counsel for CCA.

I. CALL TO ORDER; DETERMINATION OF QUORUM

Chair Waring called the meeting to order at 5:32 pm and determined that a quorum was present for the conduct of business.

II. PUBLIC PARTICIPATION

There was none.

III. CONFLICT OF INTEREST

No board members acknowledged a conflict.

IV. EXECUTIVE SESSION

Board Performance

At 5:34 pm, Ms. Turvey moved (Mr. Spear seconded) to move into Executive Session. The motion passed (7-1-4).

Ms. Benford was excused from the meeting at approximately 5:45 pm. Legal counsel remained.

Ms. Weeks called into the meeting at 6:00 pm and arrived in person at the meeting at 6:30 pm.

Ms. Heeter resigned from the board effective immediately and left the meeting at approximately 8:10 pm.

At approximately 8:15 pm, Ms. Turvey moved (Ms. Winer seconded) to move out of Executive Session. The motion passed (12-0-0).

V. EXECUTIVE SESSION

Board and Officer Elections

At 8:18 pm, Ms. Turvey moved (Mr. Bruno seconded) to move back into Executive Session. The motion passed. [Note: several people were using the restrooms at the time and exact vote count is unknown.]

Ms. Turvey moved (Mr. Bruno seconded) to elect the four board candidates receiving the highest number of votes to serve on the board, with the three receiving the three highest number of votes serving 3-year terms, and the fourth serving a partial term of 2 years (filling Ms. Heeter's vacancy). Eleven directors participated in the vote and one did not participate. The vote was conducted by secret ballot and counted by Ms. Schauble, with the assistance of Mr. Bruno, and the results announced to the board.

Ms. Turvey moved (Mr. Bruno seconded) to elect Peter Spear and Amanda Prentiss (running unopposed) to the positions of board chair and treasurer, respectively, and to elect the officer candidates receiving the highest number of votes for the positions of vice chair and secretary. Nine directors participated in the vote, one abstained, and two did not participate. The vote was conducted by secret ballot and counted by Ms. Schauble, with the assistance of Mr. Bruno, and the results announced to the board.

Cathy Greer left the meeting at 8:31 pm.

Jason Ochs left the meeting at 8:33 pm.

At approximately 8:35 pm, Mr. Bruno moved (Ms. Turvey seconded) to move out of Executive Session. The motion passed (10-0-0).

At 8:36pm, Ms. Prentiss moved (Mr. Bruno seconded) to ratify the board election results:

- Polly Fields - elected to a 3-year term.
- Peter Spear - elected to a 3-year term.
- Sophia Rickard - elected to a 3-year term.
- Sara Matthews - elected to a 2-year term.

The motion passed (10-0-0).

At 8:37pm, Mr. Shelton moved (Ms. Winer seconded) to ratify the officer election results:

- Peter Spear - Board Chair
- Trudy Turvey - Vice Chair
- Amanda Prentiss – Treasurer
- Pat Shanks - Secretary

The motion passed (10-0-0).

Tara Winer then left the meeting.

VI. EXECUTIVE SESSION

Purchase of Cottage

At 8:38 pm, Ms. Waring moved (Ms. Turvey seconded) to move into Executive Session. The motion passed (9-0-0).

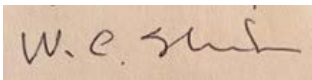
At 8:49 pm, Mr. Shelton moved (Ms. Turvey seconded) to move out of Executive Session. The motion passed (9-0-0).

At 8:50 pm, Ms. Waring moved (Ms. Prentiss seconded) to authorize the CEO to make an offer to purchase Cottage #34. The motion passed (9-0-0).

At 8:51 pm, Mr. Shelton moved (Ms. Matthews seconded) to table the remainder of the agenda items to the next regular board meeting. The motion passed (9-0-0).

VII. ADJOURN

At 8:51 pm, Mr. Bruno moved (Mr. Spear seconded) to adjourn the meeting. The motion passed (9-0-0).



Pat Shanks (Signing in Polly Field's absence)
Secretary, CCA Board of Directors