

**MINUTES OF MEETING
STATE BOARD OF DIRECTORS
COLORADO MOUNTAIN CLUB
JULY 19, 2008**

American Mountaineering Center, Golden, Colorado

The meeting was called to order by Janice Heidel, Board President, at 10:03 a.m. Other members of the Board present were Art Hogling, Vice-President; Bill Strathearn, Acting Treasurer; Lee Rimel; Earl Hughes; Sherry Richardson; Carol Kurt; Kent Groninger; Ed Seely; Peter Gowen; Bill Brown; Wynne Whyman; Jay Fell; John Raich; Ann Morgan; and David Hite, Secretary. Others in attendance were Katie Blackett, CMC Executive Director; Cathy McGuire, CMC Controller; Olga Kopcha, Project Coordinator; Jerry Caplan, CMC Foundation President; Bea Slingsby, Adventure Travel Committee Chair; Paul Weber, Fort Collins Group Chair; Jim Berryhill, Shining Mountains member; Linda Lawson, Denver Group Chair-elect; Brenda Leach, Boulder Group Chair; Art Leissa, Fort Collins Group Program Director; and Robyn Hess, Weld County Chairperson.

Janice Heidel asked that members observe a moment of reflection on the climbing accident that resulted in the death of Linda Pryor, a CMC Pikes Peak Group member. Art Hogling reported on the accident and the follow-up by the Club.

The April 19, 2008 State Board minutes were discussed. In addition to minor changes, Peter Gowen stated that the Colorado Mountain Club Conflict of Interest Policy had been adopted at the April 19 meeting. A motion was adopted to accept the minutes as amended. The minutes, as corrected, may be read on the CMC website.

Jerry Caplan, CMC Foundation President, gave a Mountaineering Museum capital campaign report. He noted a generous gift of \$75,000 from the Gates Foundation. In addition, Sprung Construction, has turned the final balance due on museum construction into a generous gift. Jerry reported that discussion continues regarding retirement of the existing capital campaign balance. He also announced that a Museum endowment fund has been established. The Museum Advisory Board composed of AAC and CMC members recently held a retreat for the purposes of writing a business plan. A fall fund raising event is being organized for those who have contributed \$5,000 or more to the museum.

Jerry Caplan recognized the fine work of Nina Johnson, museum director, who is leaving her post at month's end.

The Role of Groups with the Organization Structure of the Club was discussed next. Janice Heidel called upon Wynne Whyman and Sherry Richardson to facilitate informal, short discussions in breakout groups comprised of those attending today's meeting. The objective: to prioritize Group responsibilities, Group roles and authorities, and Group guidelines and policies that need to be addressed by the governance or the operations arms (primarily committees) of the Club. The product of today's effort will be evaluated by an ad hoc committee of Board and Group members during the next two months and the results presented to the State Board in October. Wynne reminded the Board that the items discussed today focus on the "high level" topics (what needs to be done), rather than the "how" it needs to be done. Wynne gave a cursory explanation of a draft organization chart that seeks to distinguish governing committees from operational committees. Concluding her remarks, Wynne asked for Board feedback on today's efforts by the end of August.

The Club's FY '09 Budget was examined. Janice Heidel announced that Bill Strathearn, no neophyte to the job, had agreed to assume the position of Interim State Treasurer. Janice called upon Bill and Cathy McGuire to review the proposed Club budget for FY09. Bill described the proposal as a break-even budget of nearly \$1.9 million. He noted that the greatest challenge included in the budget is the "ambitious goal of generating more than \$450,000 in contributions based on an increased emphasis on fund raising and the hiring of a professional fundraiser." After Board discussion, the FY09 budget was adopted.

The Board turned its attention to a resolution that provides for changing the CMC's bylaws, specifying the President's title and job description, the Executive Director's title and job description, duties of the Executive Committee, and other conforming amendments. After discussion, a motion was made, seconded and approved to adopt Resolution 2008-01 - Bylaws Amendments Designating The Executive Director As The CMC Chief Executive Officer- in addition to requesting that Board members review the concept organization plan and provide comments to the ad hoc committee on organizational structure.

The adopted motion regarding bylaws reads as follows:

RECITALS

Article VII, (Management). section 1 of the Colorado Mountain Club (CMC) Constitution vests the power to manage the business affairs of the CMC with its Board of Directors (Board).

Article VII, section 5 of the CMC Constitution specifies that "The President, with the approval of the Board of Directors, may employ an executive secretary and such other employees as may be deemed advisable and necessary to conduct the business of the Club."

Article VIII. (Bylaws) of the CMC Constitution vests the Board with the power to make or amend by-laws, for the management of the affairs of the Club, provided that such by-laws are consistent with the CMC Constitution.

Article III. (Board of Directors), Section 1, of the Bylaws specifies that the Board "shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and to manage the resources of the Club in a sound manner. The Board of Directors shall further determine the general, program, and financial policies and shall have the power to carry out any other functions which are permitted by law or by the Constitution."

Article III. (Board of Directors), Section 1 of the Bylaws further enumerates specific Board powers, including the power to "[a]ppoint and remove the Executive Director on such terms and conditions including without limitation, terms relating to compensation and performance as the Board may deem advisable.

Article IV. (Duties Of Officers And Employees), Section 1 of the Bylaws specifies that: "[t]he President shall be the chief executive officer of the Club and shall exercise the usual powers of

such office."

The Board concludes, that with a fiscal year 2007-2008 annual budget of approximately \$1.8 million, a Golden-based or supervised staff of 21, a statewide membership over 8,000, and fifteen individual groups scattered across the state, the job of chief executive officer (CEO) is too big for a volunteer President to manage, particularly in view of the fact that the Club has engaged a full-time Executive Director, who is fully capable of serving as CEO of the organization.

The Board concludes that the time has come to have the CEO responsibilities transferred from the President to the Executive Director through amending the CMC Bylaws and making appropriate conforming adjustments to other applicable policies and documents.

Proper notice of this proposed change to the Bylaws was given to the Board in writing with at least ten days notice, as required by the Bylaws.

RESOLUTION

The Board of Directors of the CMC hereby resolves as follows:

Section 1. The chief executive officer (CEO) of the CMC shall be the Executive Director.

Section 2. Bylaws Article IV, Duties of Officers and Employees, section 1, shall be amended as follows: (Stricken out text indicates former text that is being removed, underlined text indicates new language being added)

The President shall be the ~~chief executive~~ presiding officer of the ~~Club~~ Board and shall exercise the usual powers of such office. In particular, he or she shall preside at all meetings, shall call special meetings of the Board of Directors, shall fix the date, hour and place for all regular and special meetings of the Board, shall appoint all ~~committees and administrators of Club activities~~ Board level and state level committee members and committee chairpersons, shall appoint state Board member representatives to Board governance advisory councils, and shall carry on the business of the Club Board as directed by the Board of Directors and as provided in the constitution of this Club and in these by-laws. He or she shall be an ex-officio member of all Board or state level committees and advisory councils. All appointments made by the President shall be reported to the next following meeting of the Board of Directors and shall be confirmed or rejected by the Board.

such that the final language of the section reads as follows:

The President shall be the presiding officer of the Board and shall exercise the usual powers of such office. In particular, he or she shall preside at all meetings, shall call special meetings of the

Board of Directors, shall fix the date, hour and place for all regular and special meetings of the Board, shall appoint all Board level and state level committee members and committee chairpersons, shall appoint state Board member representatives to Board governance advisory councils, and shall carry on the business of the Board as directed by the Board of Directors and as provided in the constitution of this Club and in these by-laws. He or she shall be an ex-officio member of all Board or state level committees, and advisory councils. All appointments made by the President shall be reported to the next following meeting of the Board of Directors and shall be confirmed or rejected by the Board.

Section 3. Bylaws Article IV, section 5 shall be amended as follows: (Stricken out text indicates former text that is being removed, underlined text indicates new language being added)

The Executive Director shall ~~be the chief executive officer of the Club. official advisor to, and executive agent of, the Board of Directors.~~ Subject to the approval supervision of the Board of Directors, the Executive Director shall carry out and execute the policies of the Club as adopted by the Board. The Executive Director shall have the authority to manage and direct the operations of the Club, including the power to sign such papers as may be required by that office or as instructed by the Board of Directors, and the power to appoint, supervise and discharge the professional staff of the Club and the responsibility to coordinate and manage services to the Groups. In this connection, the Executive Director ~~shall manage the affairs and direct the work and employees of the Club, subject to, and in accordance with, the instructions of the Board of Directors;~~ shall be authorized to incur expenses in accordance with the approved budget; shall make such reports and recommendations to the Board of Directors at Board meetings concerning the work and affairs of the Club which are desirable for their information and guidance; shall build partnerships and create collaborations within the community and business sector; and shall perform such other duties as are incident to the office of the Executive Director. The Executive Director shall be an ex officio non-voting member of all Board and state level committees and advisory councils.

such that the final language of the section shall read as follows:

The Executive Director shall be the chief executive officer of the Club. Subject to the supervision of the Board of Directors, the Executive Director shall carry out and execute the policies of the Club as adopted by the Board. The Executive Director shall have the authority to manage and direct the operations of the Club, including the power to sign such papers as may be required by that office or as instructed by the Board of Directors, and the power to appoint, supervise and discharge the professional staff of the Club, and the responsibility to coordinate and manage services to the Groups. In this connection, the Executive Director shall be authorized to incur expenses in accordance with the approved budget; shall make such reports and recommendations to the Board of Directors at Board meetings concerning the work and affairs of the Club which are desirable for their information and guidance; shall build partnerships and create collaborations

within the community and business sector; and shall perform such other duties as are incident to the office of the Executive Director. The Executive Director shall be an ex officio non-voting member of all Board and state level committees and advisory councils.

Section 4. The following language of Bylaws Article III, section 1. Duties of the State Board:

Appoint, supervise and remove the Executive Director on such terms and conditions including without limitation, terms relating to compensation and performance as the Board may deem advisable.

shall be amended to read as follows:

Appoint, supervise and remove the Executive Director on such terms and conditions including without limitation, terms relating to compensation and performance as the Board may deem advisable.

Section 5. Duties of the Executive Committee. Bylaws Article IV, section 6 shall be amended as follows: (Stricken out text indicates former text that is being removed, underlined text indicates new language being added)

The Executive Committee shall assist the President and Executive Director in making decisions between State Board meetings and shall perform other duties as assigned to it by the State Board. The Executive Committee shall report its actions to the State Board at the Board meeting following those actions. The Executive Committee shall have the powers of a Committee of the Board under Colorado law, except that the Executive Committee shall take only such action as, in the opinion of the President, cannot practicably be deferred to a special or regular Board meeting. The President shall report any such Executive Committee actions at the next Board meeting.

such that the final language of the section shall read as follows:

The Executive Committee shall assist the President and Executive Director in making decisions between State Board meetings and shall perform other duties as assigned to it by the State Board. The Executive Committee shall report its actions to the State Board at the Board meeting following those actions. The Executive Committee shall have the powers of a Committee of the Board under Colorado law, except that the Executive Committee shall take only such action as, in the opinion of the President, cannot practicably be deferred to a special or regular Board meeting. The President shall report any such Executive Committee actions at the next Board meeting.

Section 6. Duties of the Secretary. Bylaws Article IV, section 3 shall be amended as follows: (Stricken out text indicates former text that is being removed, underlined text indicates new language being added)

The Corporate Secretary shall have custody of the seal of this Club, shall sign all legal documents requiring such signature, shall keep records and minutes of meetings of the Board of Directors, or should the Board appoint a recording secretary, shall supervise the writing of the minutes and shall sign the same, and shall perform such other duties as the Board of Directors may, from time to time, direct. If both the President and Vice President are unable to preside or act, for any reason, the Corporate Secretary shall assume the duties of chief executive officer of the ~~Club~~ Board, as outlined in Section 1 above, until the President and Vice President resume their duties or the Board selects replacements.

such that the final language of the section shall read as follows:

SECTION 3. The Corporate Secretary shall have custody of the seal of this Club, shall sign all legal documents requiring such signature, shall keep records and minutes of meetings of the Board of Directors, or should the Board appoint a recording secretary, shall supervise the writing of the minutes and shall sign the same, and shall perform such other duties as the Board of Directors may, from time to time, direct. If both the President and Vice President are unable to preside or act, for any reason, the Corporate Secretary shall assume the duties of chief executive officer of the Board, as outlined in Section 1 above, until the President and Vice President resume their duties or the Board selects replacements.

Section 7. To the extent that existing policies and other documents refer to the President as being the CEO of the Club, those policies and documents are to be interpreted in a manner consistent with this resolution transferring CEO functions from the President to the Executive Director.

Section 8. This resolution shall take effect upon its approval by the Board.

After Board discussion, a motion was adopted to approve the following alcohol policy for the CMC.

The CMC does not permit the consumption of alcohol on single day trips. A trip begins at the trailhead and ends upon return to the trailhead. The CMC affirmatively disclaims any duty of care to anyone concerning the use of alcohol by its members or guests while those individuals are not on single day CMC trips.

Alcohol use on multi-day trips is based on the principle of personal responsibility. In cases where a trip leader believes that alcohol consumption is imprudent under the circumstances, the trip leader is authorized to prohibit its consumption during any portion of a CMC multi-day trip.

This policy is silent as to consumption of alcohol on CMC social activities not fitting into either category above, other than to leave such consumption as the sole responsibility of the consumer and to otherwise comply with applicable law.

Rationale:

The CMC does not want the consumption of alcohol to endanger its members or guests on its trips or activities. It is a volunteer-based organization, which has limited police powers to regulate the behavior of its trip participants. It does not want to accept a duty of care to members and guests that it has little to no ability to manage. Day trips are defined as trailhead to trailhead for this reason. Any member activity outside this window of CMC activity is the individual responsibility of that member. A command and control strategy regulating the consumption of alcohol by members and guests outside the trailside activity of a single-day trip is unenforceable by our organization, and the State Board wants to put members and guests on notice that the CMC places the responsibility of alcohol consumption on the individual, where it belongs.

If there are circumstances where individuals are found to abuse alcohol on CMC trips, those individuals may be prohibited from future participation on CMC trips by a local Group or the State Board.

Olga Kopcha, CMC Project Coordinator, announced three applications have been funded this year from the Eckart Roder Education Fund. The Fund balance is approximately \$20,000. Pursuant to contract, five percent of the fund is used each year to fund CMC education projects. This year three applications were funded for \$300 each. A motion was adopted to approve the funding.

Ed Seely, representing State Safety and Leadership, gave a brief report on the death of a CMC member on Crestone Needle, June 28. The CMC procedure includes compiling information and writing an accident report in addition to conducting interviews. One interview remains to be taken for the investigation to be complete. Ed noted that such an accident results in automatic suspension of the trip leader. He recommended that the Board lift that suspension. A motion was made and adopted supporting the recommendation.

Ed Seely announced that he had resigned as Chair of the State Safety and Leadership Committee. Janice Heidel commended Ed for his years of work and leadership with the committee.

Bill Brown gave a brief report from the Nominating Committee. The five members appointed by Janice Heidel are David Tabor, chairperson from Denver; Bill Brown from Colorado Springs; Amy Slaymaker from Boulder; Nanci Biery from Pueblo; Ray Shem from Denver; and Katie Blackett, CMC Executive Director. Bill noted that a separate e-mail address will be established for those interested in being considered for a position on the Board. There are five vacancies on the State Board; and four Officer positions are open.

A motion was adopted to convene in executive session for the purpose of a member personal action discussion. Coming out of executive the following actions were taken to ratify decisions made. The name of the individual has been withheld from these minutes.

Motion Adopted:

The State Board of the Colorado Mountain Club accepts the verbal resignation of ----- membership in the CMC. By vote of the Board, pursuant to the procedures and powers of the CMC Constitution, ----- membership in the CMC is revoked effective July 20, 2008. Reinstatement of membership may occur only by a majority vote of the membership of

the State Board. ----- Club dues for 2008 will be refunded in full.
-----will not be permitted to attend CMC activities or be allowed to enter CMC facilities.
Officers of State and local Groups, the Executive Director of the CMC, Club staff, and Club trip leaders are authorized to bar or remove ---- from CMC activities and facilities.

Motion Adopted:

Copies of Art Hogling's letter to ---- detailing the Board's revocation will be sent to the Chairperson of the Denver Group with the request that the letter be distributed to appropriate Denver Group leaders. The letter will authorize those leaders to prohibit ---- from attending or participating in the Group's activities.

Procedural action:

Excerpts from the Board's minutes of July 19, 2008 will be sent to those individuals interviewed by Art Hogling with thanks from the State Board for their interest and cooperation.

Janice Heidel reported on recent actions of the Executive Committee. One action involved establishing a salary for the new Executive Director. Another action involved entering a law suit. The motion adopted by the Executive Committee regarding the law suit was: "Does the Executive Committee approve CMC to jointly file a lawsuit with its conservation partners against the Bureau of Land Management to protect the Roan Plateau and prevent an August 14th lease sale for the oil and gas industry?" After discussion, the Board adopted a motion ratifying the actions of the Executive Committee

Katie Blackett's Executive Director's report included the following: progress on a Museum operating agreement with the AAC as well as a business plan for the Museum, and work toward agreement on final phases of the Museum capital project.

A motion to adjourn was adopted at 3:45 p.m.

Submitted by David Hite, Board Secretary