

**Denver Group Council Minutes**  
**December 11, 2013**

In Attendance: Jeff Flax, Dave Hutchison, Valerie Walker, Roger Wendell, Sandy McRae, Neil Schliemann, Alex Petre, Kevin Schaal. Absent: Marty Billings, Craig Campbell.

Guests: Bill Landsberg, CMC Board, John Fernandez, CMC Board and member of the Boulder Group, Matt Stevens, Attorney representing the CMC Board, Don Carpenter of the Ft. Collins Group.

1. **Call to Order:** Jeff called the meeting to order at 6:30 pm.
2. **Approval of Minutes:** Valerie moved and Neil seconded the motion to approve the November 2013 minutes as presented. There was no opposition.
3. **Budget and Financial:** Denver Group Treasurer Neil Schliemann pointed out that the bottom line dropped by \$9,000 from August to September. This was due to audit entries eliminating duplicate revenue and some reclassifications of revenue. The year-end bottom line is \$9,300, still above the budget. The source of these errors is now corrected and should not be a reoccurring problem. We are still looking at school revenue to reconcile the changes between August and September. The drop in overall revenue from budgeted revenue is proportional to the overall drop in membership during the year. Membership continues to drop, and we will not be able to make the revenue budget if this continues. We will need to watch it carefully and take appropriate steps to adjust the budget as necessary during the year.  
School enrollment is also dropping and our budgeted revenues from this source may also not be realized. This is due to increasing competition outside organizations like REI who are also offering schools. We are also having problems getting enough instructors for schools such as Ski Mountaineering, Basic Ice Climbing, and Basic Rock Climbing. WTS was able to improve their projected enrollment but still was only 2/3 of normal enrollment.  
The year-end cash position improved by \$19,770 to over \$112,000.
4. **Elimination of CMC State Constitution:** Jeff distributed 3 documents for the group's review. They were a) an explanation of the rationale for eliminating the state constitution, b) the proposed changes to the By Laws, and c) the proposed club charter. Bill Landsberg, Matt Stevens and John Fernandez were the spokespersons from the CMC State Board.

The problem was described as follows.

As CMC evolved over the past 100 years, beginning as a member organization, changing to become a corporation, then to a Non-Profit corporation and finally to a 501C3 organization, the club's governing documents did not keep pace with the organizational changes. And in fact, as they stand today, they do not comply with Colorado state law. Today there are two documents governing the CMC, but the documents are conflicting and it is ultimately unclear as to exactly who has exactly what responsibilities for governing the club. In addition, the existing structure was reported to be very inefficient. It was cited, for example, that it could take from months to years to enact necessary changes to the existing governing documents. The intent of the changes being recommended is to strengthen the club, to make the governing documents compliant with Colorado state law, to remove obsolete language and operational policies which do not belong in the constitution and to clarify what body is responsible to the government, the public and the membership for managing the club's affairs and complying with government laws and regulations.

To the extent that the Constitution describes the purpose of the CMC, if the Constitution is eliminated, it is suggested that a separate, short document, ie, the Club Charter, be prepared and included that informs membership and the public of the club's purpose.

One specific thing not being changed is the existence and functioning of the CMC State Council. State Council is to be a standing committee of the CMC Board. And no changes to the by-laws could be made without approval of Council. State Council continues to consist of one member selected by each CMC Group.

5. **Brainstorming for 2014 Term:** Postponed till next meeting.
6. **New Business:** Jeff announced he had recently received Craig Campbell's resignation from the DG Council. Craig cited his decision to pursue additional schooling as the reason. DG Council members were asked to propose names for Craig's replacement. Since Craig was working with the website and with database management issues, it might be good to get another council member with similar skills.
  - a. In an associated move, it was moved and seconded to reverse last month's approval of SQL Navicat database software that Craig was planning to use. Dave moved and it was seconded to not pursue the purchase of this software at this time.
7. **Other Business:** Jeff and Neil described their efforts in trying to track how membership dues paid by RMOTHG Club were used by State. This was to serve as an example of how DG could potentially track how funds from any source are used by State, and with this information may allow us to brainstorm ways to cut costs. However, CMC State Leadership would not provide specific data, only global overviews of the use of these funds. DG feels that we are owed much more specific information since our contribution represents a very significant dollar input to fund State operations. DG prefers that the cooperation between our group and state leadership was better. This action is being taken as DG looks for ways to save money due to the budgetary concerns stated in Section 3, above.
8. Valerie volunteered to bring snacks for January's meeting which is scheduled for Jan 8.
9. Council was adjourned at 9:05 PM.

Respectfully submitted,  
Kevin Schaal  
12/23/13

cc: 3 attachments as described in Section 4

**Elimination of State Constitution:**

If you take out the language that does not belong in the constitution (policy and procedures about membership dues, excerpts from the bylaws, etc.) what you have left is a statement of the Council's authority and duties which we propose transferring to the bylaws. Thus the important language of the constitution is preserved. It is further protected within the bylaws by a bar to amendment without the Council's approval.

Said another way: By eliminating the constitution we remove the confusion of having what appear to be two governing documents but we preserve the important language of the constitution in the bylaws.

To the extent the Constitution describes the purpose and design of the CMC, we suggest a separate, short document; a Club Charter to inform membership and the public of this information.

**The reformation of the State Council as a standing committee of the board:**

This removes the confusion as to what body is responsible to the government, the public and the membership for managing the club's affairs and complying with government laws and regulations.

It preserves the Council's functions as the direct agent for the membership by making it a standing committee of the board with the duties of regular reports to the board on membership issues and selection of new board members.

Again, it protects those functions by restricting their amendment in the bylaws without Council approval.

It removes a major obstacle to timely decision making of the board. In the past such actions as amending bylaws, even in the most minor ways, required submission to and approval of the Council and membership. This made even minor amendments a year-long endeavor. Now decisions may be made by the board and the Council's representatives will be present to voice membership opinion and give advice.

**Summary:** These changes are intended to remove redundancy and confusion about the responsibility for Club governance and remove obstacles to board decision-making while preserving the duties and authority of the State Council. This recommendation is not a personal power-grab by current board members. Remember, today's board members are temporary. They will not be on the board within a few years. New Club members will serve on the board, maybe some of you. These changes will make them a more effective governance group all to the benefit of the CMC.

## ARTICLE V—STANDING COMMITTEES AND OTHER COMMITTEES

Section 5.1 STATE COUNCIL: The State Council of the CMC shall be a standing committee of the CMC Board.

5.1.1 PURPOSE AND DUTIES: The purposes of the State Council are: 1) to elect new members of the Board; and 2) to assure and facilitate effective communication between membership in local CMC groups and the Board. In order to accomplish these two purposes, the State Council shall perform the following actions:

5.1.1.1 Regarding Election of Board Members: Elect new members of the Board consistent with the provisions regarding the Nominating Committee of the CMC contained in Section 5.5 of these Bylaws. Notice of this meeting and the names of the Director nominees shall be sent to State Council members at least ten days prior to the State Council meeting at which the vote is scheduled. The directors shall be elected by the State Council members attending that meeting so long as a quorum of voting members is present.

5.1.1.2 Regarding Member Communication: The State Council may:

- a. Encourage communication and cooperation among the local CMC groups and between the Local CMC groups and the state organization;
- b. Advise the Board on policy issues and local CMC group concerns;
- c. Periodically review the goals and objectives of the CMC consistent with the purpose of the CMC as noted in its Charter;
- d. Review and recommend changes in the programs of the CMC consistent with its mission;
- e. Review and evaluate the overall performance of the Board;
- f. Recommend long term goals for state committees;
- h. Perform other duties as provided in these Bylaws or as requested by the Board or President.

5.1.2 MEETINGS AND ATTENDANCE: Meeting of the State Council shall be held at least twice yearly at a time and place determined by the State Council. Advance notice of any meeting of at least ten days shall be given to all State Council members. Any member of the CMC may attend meetings of the State Council and with the permission of the State Council shall be entitled to speak at such meetings.

5.1.3 MEMBERSHIP, REMOVAL, AND VACANCIES: The State Council shall consist of one member selected by each local CMC group by a process determined by each local CMC group. Each State Council member must be a CMC member in good standing. A State Council member may serve concurrently as a Board member. Any State Council member may be removed by a two-thirds vote of all State Council members. Vacancies on the State Council shall be filled by their respective local CMC group in accordance with a process determined by the local CMC group;

5.1.4 OFFICERS: The State Council may elect a State Council chair and other officers as it determines appropriate.

5.1.5 MOTIONS TO BE HEARD: Any motion concerning CMC policy, program, procedure, or financial issue approved by the State Council shall be considered by the Board. Such motions shall be presented to the Board President or chief executive officer for inclusion on the agenda of a future Board meeting as soon as such inclusion is practicable.

Section 5.2 JOINT DEVELOPMENT COMMITTEE: The Joint Development Committee is comprised of up to 12 members, with up to four each appointed by the boards of the CMC and the CMC Foundation. The Development Committee shall be responsible for guiding and reviewing the fund-raising, marketing, and promotion of the CMC and the development of an endowment to help fund the CMC's programs and activities.

Section 5.3 GOVERNANCE AND POLICY COMMITTEE: The Governance and Policy Committee consists of three to five members (Board and non-Board members) appointed by the President and ratified by the Board. The Governance and Policy Committee reviews all CMC governance documents and CMC policies, and recommends to the Board needed revisions, amendments, deletions, and additions.

Section 5.4 FINANCE COMMITTEE: The Finance Committee consists of three to five members (Board and non-Board members) appointed by the President and ratified by the Board. The Treasurer is the chair of this Finance Committee. The Finance Committee shall be responsible for the oversight of all of the CMC's financial affairs and of investments made by the CMC, and shall verify that investments are made in accordance with the investment policies and guidelines of the CMC. The Finance Committee, or a subcommittee thereof, shall also serve as the audit committee.

Section 5.5 NOMINATING COMMITTEE The Nominating Committee is an independent committee, consisting of five members, of whom two must be current Board members and two must be current State Council members. The President appoints the members of the Nominating Committee who are also Board members. Thus, no action is required by the Board. Each year the Nominating Committee shall nominate candidates to fill the vacancies on the Board that arise as a result of the expiration of terms or otherwise. The list of nominated candidates shall be presented to the **State Council** and voted upon as set forth in Section **5.1.1.1, above**.

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#### ARTICLE XIV—STATE COUNCIL INDEPENDENCE

Notwithstanding the foregoing ARTICLE XIII, no amendment may be made to Sections 5.1 or 5.5 of these Bylaws, or to this ARTICLE XIV, without the prior approval of the State Council.

THE CHARTER OF THE COLORADO MOUNTAIN CLUB  
(November, 2013 - DRAFT)

The Colorado Mountain Club ("CMC") is a tax exempt, 501(c) (3), nonprofit corporation that has been connecting Coloradoans with the great outdoors of the Rocky Mountains since 1912. From twenty-five charter members united in their love of the mountains, the Club has grown for a century to a membership in the thousands. As one of Colorado's oldest organizations, the Colorado Mountain Club's mission is to:

- Unite the energy, interest, and knowledge of the students, explorers, and lovers of the mountains of Colorado;
- Collect and disseminate information regarding the Rocky Mountains on behalf of science, literature, art, and recreation;
- Stimulate public interest in our mountain area;
- Encourage the preservation of forests, flowers, fauna, and natural scenery; and
- Render readily accessible the alpine attractions of this region.

The CMC is comprised of members organized into local groups located in towns, cities, and regions throughout the state of Colorado. Local CMC groups provide social, business, educational, and outdoor activities to their membership. Members pay an annual membership fee to the CMC and a portion of that fee supports local groups. Governance of the CMC is provided by the CMC Board of Directors. Representatives from each of the local groups make up the State Council of the CMC and this State Council assures effective communication between the Board and the ~~individual~~ groups. The State Council is also responsible for electing new members to the Board. The CMC's headquarters is in Golden, Colorado. The Board delegates daily operations of the CMC to a chief executive officer which the board hires and supervises.

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