

Agenda

embrace colorado

Board of Directors

November 16, 2009
4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO

- | | |
|--|--------|
| A. Introductions & Guests | 05 Min |
| B. Welcome New Board Members | 05 Min |
| C. Approval of Minutes (October 19, 2009) | 05 Min |
| D. December Meeting Date Change | 05 Min |
| E. Budget & Financials | 15 Min |
| a. Income/Expense – October 31, 2009 | |
| b. Donor Report (Vaad) | |
| c. Fundraising Candidate Donors | |
| F. Joint Meeting w/Community Foundations | 15 Min |
| a. CFNC – Board of Trustees Special Meeting | |
| b. Joint Meeting – December 2, 2009 | |
| G. Board Nominations | 15 Min |
| a. Current Status | |
| i. Board Acceptance | |
| ii. Seats Unfilled | |
| b. Nominee List | |
| c. Appointments | |
| H. Board Officers & Election | 10 Min |
| a. Discussion | |
| b. Set Date | |
| I. Bylaw Changes | 05 Min |
| a. Name Change (DBA Embrace Northern Colorado) | |
| b. Board Member Appointments/Adjustments | |
| J. Director's Report (Verbal) | 05 Min |

- a. CDOT Relations
- b. Sustainability Retreat w/Ecology & Environment (NY)
- K. Other Business 05 Min
- L. Adjourn

Next Meeting Scheduled – December 21, 2009 4:00 – 5:30 p.m.

**4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO**

Board of Directors Meeting Summary

October 19, 2009

4:00 p.m. – 5:30 p.m.

UNC Center

2915 Rocky Mountain Avenue

Loveland, CO

Members Present:

John Kefalas
Angie Milewski
Glenn Vaad
John Coppom
Dave Edwards

Members Absent:

Bill Kaufman
Ed Starck
Louis Swanson
Rocky Scott
Milan Karspeck

Staff Present:

John Daggett

Guests:

Call to Order

The meeting was called to order at 4:00 p.m. by John Daggett. Daggett was asked by the Board to chair the meeting in the absence of the Chair, Vice Chair, and Secretary/Treasurer.

Daggett announced that Ed Starck had resigned from the Board due to health reasons and had sent his wishes for continued success to all his colleagues.

Minutes from August 17, 2009

John Coppom moved and Angie Milewski seconded a motion to approve the minutes from the September 21st meeting. The minutes were approved unanimously.

Budget & Financials

Daggett presented the monthly financial statements from Wells Fargo Bank. He described a series of payments for reproduction, subscription, phone and computer related expenses. Total expenditures were \$219.73 leaving an available balance to the nonprofit of \$2,415.97 cash, \$29,425 in-kind, and \$200,000 (STP-Metro funds).

Glenn Vaad reported that he, Mike Geille, and Rocky Scott had met with a donor to secure cash resources. The goal of the contact was to secure \$10,000 for operating expenses. Glenn felt that the meeting went very well. He said that two other donors had been identified and would be approached following the first donor meeting.

Joint Meeting w/Community Foundations

Daggett announced that the Joint Meeting with the Community Foundations was scheduled for October 28th at 4:00 p.m. at the Embassy Suites in Loveland. A brief discussion followed about the goals for the meeting and Board members offered general advice to Daggett on his presentation.

Board Nominations

The Board discussed the nominations of the following people:

Nancy Briggdon	Kim Larson
Chip Steiner	Daniel Herlihey
Paulette Weaver	Tom Frazier
Gordon Thibedeau	K-Lynn Cameron
Teresa Tellechea	Mike Geille
Gene O'Hara	Tom Heron
Wes Sargent	Ed Goodman
John Blair	Jana McKenzie
Steve Lapos	

Board members discussed each candidate. Most were vetted prior to the meeting. Each Board member discussed the candidate(s) they brought forward in the process. Board members discussed each candidate's strengths and "fit" for the responsibilities of the

Board and the potential for their appointment to the Board or the Initiating Committee. The Board was reminded that a minimum of five (05) members were needed to represent Weld and Larimer counties.

The Board then performed a multi-voting exercise to rank order the candidates. The Board completed this exercise to establish a group for Weld and a group for Larimer counties. It was acknowledged that interested candidates beyond the minimum would likely be needed as members retired from the Board.

John Coppom moved to appoint candidates based upon the Board's vote and their subsequent acceptance and to use the ranked voting for appointing new members within the next sixty (60) days. Dave Edwards seconded the motion and it passed by unanimous vote (5-0).

Three (03) appointments were made for Larimer county: Gordon Thibedeau, Teresa Tellechea, and Ed Goodman. Four (04) candidate appointments were made for Weld county contingent upon their acceptance: Nancy Briggdon, Mike Geile, Gene O'Hara, and Kim Larson.

John Coppom and Glenn Vaad volunteered to follow up with Weld county candidates. Daggett had already contacted the Larimer county candidates, but would follow up after the meeting.

Director's Report

The Director's report was postponed until the November meeting

Adjourn

Daggett adjourned the meeting at 6:05 p.m.

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: E
	Date: November 16, 2009
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Budget & Financials

Action:

Staff recommends that the Board continue to discuss fundraising with a focus on action; what development (fundraising) will be necessary to achieve startup and access to the Colorado Department of Transportation (CDOT) grant.

Executive Summary:

embrace colorado will require funding from many sources to be successful. Those sources are likely to include local governments, business, philanthropic sources including foundations and individuals, and the state and federal governments. However, a target of a minimum of \$70,000 is critical to achieve in the short term for 2009/2010.

embrace colorado has entered into an agreement with CDOT which will make \$200,000 available in reimbursable funds which has been available since May 08, 2009. Matching funds and a positive cash flow are required to utilize these resources. **According to discussions about these funds, embrace colorado must start using these resources or they may be withdrawn and used for other needs. CDOT is currently tracking Embrace Colorado's ability to raise necessary matching and operating funds.**



embrace northern colorado

choosing our future

Wednesday, December 2, 2009

4 p.m. to 6 p.m.

Embassy Suites, Loveland

- I. Arrival, mix & mingle, enjoy appetizers
- II. Welcome and Introductions — Ray Caraway
- III. Introduction of Speaker — Judy Knapp
- IV. Trends Impacting the Future of Northern Colorado — John Daggett
- V. Q & A and Discussion
- VI. Closing Remarks — Judy and Ray

embrace colorado

growing without losing who we are

Agenda Item Summary	Item: G
	Date: November 16, 2009
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado Board Membership

Recommendation:

Staff recommends completing the task that the Board began at its last meeting and filling the remaining seats on the Board, and adding members as appropriate when they become available.

Executive Summary:

At the Board meeting of October 19th, the **embrace colorado** Board worked through a list of fifteen (15) candidates for seven (07) Board seats. Three (03) of those seats were identified as Larimer County seats and four (04) were Weld county, with the goal of achieving the minimum of five (05) seats represented by members in the two counties respectively.

The three Larimer nominees have accepted their appointments. Two of the four Weld nominees have accepted their appointments. The following table represents the names and status of nominees for the Board. New appointments within the next sixty (60) days may be made from this list of nominees.

Purpose of embrace colorado™

Nominee	Status	Nominee	Status
Gordon Thibedeau	Accepted	K-Lynn Cameron	Next Highest Ranking
Teresa Tellechea	Accepted	Wes Sargent	Next Highest Ranking
Kim Larson	Accepted		
Mike Geille	Accepted	Daniel Herlihey	Received Multiple Votes
Ed Goodman	Accepted	Tom Frazier	Received Multiple Votes
		Jana McKenzie	Received Multiple Votes
Gene O'Hara	Pending	John Blair	Received Multiple Votes
		Steve Laposa	Received Multiple Votes
Nancy Briggdon	Declined	Chip Steiner	Received Multiple Votes
Tom Heron	Declined/Initiating Committee Candidate	Paulette Weaver	Received Multiple Votes

The current seated Board is as follows:

	Board Member	County	Office
1	Lou Swanson	Larimer	Chair
2	Open Seat		Vice Chair
3	Milan Karspeck	Larimer	Secretary
4	Open Seat		Treasurer
5	John Coppom	Weld	
6	Rocky Scott	Larimer	
7	Angela Milewski	Larimer	
8	John Kefalas	Larimer	
9	Glenn Vaad	Weld	
10	Kim Larson	Weld	
11	Ed Goodman	Larimer	
12	Gordon Thibedeau	Larimer	
13	Mike Geile	Weld	
14	Teresa Tellechea	Larimer	
15	Gene O'Hara	Weld	Pending
16	Bill Kaufman	Larimer	Unknown

embrace colorado

Choosing Our Future

Agenda Item Summary	Item: I
	Date: November 16, 2009
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Bylaw Amendments, & Board Members

Recommendation:

Staff recommends adoption of the amendments to the **embrace colorado** Bylaws.

Executive Summary:

At the Board meetings in June and July of 2009, the **embrace colorado** Board passed motions requiring amendments to its Bylaws. Board members stated they desired to expand the number of trustees from eleven (11) to fifteen (15) members. In addition, Board members wanted to establish a minimum number of Board members from each county at five (05).

Amendments have been prepared to make those changes to the Bylaws.

This should be considered a house cleaning resolution since individual motions have previously been passed.

In addition, Board members have expressed a desire to amend the formal name of the organization from "Embrace Colorado" to "Embrace Northern Colorado". The Board may choose one of two methods to accomplish this task: 1) formally change the name of the corporation with the Secretary of State and the IRS or 2)

Bylaw Changes

operate the nonprofit as doing business as (DBA) "Embrace Northern Colorado". The former requires a formal change to the bylaws and articles of incorporation and the submission of a letter and other paperwork to state and federal officials and the latter requires a formal motion by the Board, changes to public documents such as letterhead and the website.

Finally, the Board wanted to add email and other web-based communications to its "notice" options. Those changes have been incorporated into the latest version. Only sections of the bylaws that have changed are attached.

ARTICLE III
GOVERNING BOARD

Section 1. Number, Appointment, Approval and Term of Trustees. The business, property and affairs of the Corporation shall be managed by a Governing Board composed of not less than five (5) and not more than fifteen (15) trustees. At the organizational meeting of the Corporation, the members of the Governing Board shall be appointed by the initial trustees of the Corporation as identified and named in the Articles of Incorporation of the Corporation. Thereafter, trustees shall be elected by the members of the Corporation entitled to vote thereon at each annual meeting of the members. Each trustee of the Governing Board shall hold office until the next annual meeting, of the members and thereafter until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Trustees must be eighteen years or older, but need not be residents of the State of Colorado. At least three of the trustees of the Corporation shall also be officers of the Corporation. A minimum of five (05) trustees shall reside in Weld County and a minimum of five (05) trustees shall reside in Larimer County, Colorado.

ARTICLE IV
MEETINGS OF THE GOVERNING BOARD

Section 1. Place of Meeting. Any or all meetings of the Governing Board *may* be held within or outside of the State of Colorado.

Section 2. Annual Meeting of the Governing Board. A meeting of the Governing Board shall be held annually on or at such other date as determined *by* the Governing Board. The place of the annual meeting shall be designated by the Governing Board.

Section 3. Notice of Annual Meeting. Notice of the annual meeting of the Governing Board shall be posted at the registered office of the Corporation at least two (2) days prior to such meetings and shall be mailed to each trustee no less than ten (10) days prior to the date of the annual meeting.

Section 4. Special Meetings of Governing Board. Special meetings of the Governing Board may be called for any purpose by the Chairman or any three (3) or more trustees. The Secretary shall give notice of the time, place and purpose of each special meeting by mailing **or**

emailing the same at least two (2) days before the meeting or by telephoning the same at least one (1) day before the meeting to each Trustee.

Section 5. Meetings by Telephone **or Other Electronic Equipment**. Trustees may participate in any meeting of the Governing Board by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Governing Board may be waived **by email**, telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.