

Board of Directors Meetings

All meetings of three or more members of the Board at which any public business may be discussed or any formal action taken shall be open to the public at all times except for periods in which the Board is in executive session. All such meetings will be properly noticed, and minutes will be taken and recorded as required by law.

No business may be conducted unless a quorum is present. A quorum shall consist of a simple majority (more than half) of the members serving on the Board. In the absence of a regular member, the alternate, if present, may be counted toward the required quorum and assume the prerogatives of the regular member.

A recording shall be made of regular and special meetings as required by law and at a minimum, shall be an audio recording. Recordings shall be maintained for 90 days.

Regular meetings

Regular meetings of the Board of Directors shall be held at such times and places as determined by the Board. The Board shall meet at least four times per year.

Special meetings

Special meetings of the Board may be called by the Board president at any time and shall be called by the president upon the written request of a majority of the members.

The secretary of the Board shall be responsible for giving a written notice of any special meeting to each Board member at least 72 hours in advance of the meeting if mailed and 24 hours in advance if hand-delivered personally to the member. The notice must contain time, place and purpose of the meeting and names of the members requesting the meeting.

Any member may waive notice of a special meeting at any time before, during or after such meeting, and attendance at a special meeting shall be deemed to be a waiver.

No business other than that stated in the notice of the meeting shall be transacted unless the item is reasonably related to the subject matter on the notice or an exigency exists. In addition, all members must be present and cast an unanimous vote to amend the agenda.

Work sessions and retreats

The Board, as a decision-making body, is confronted with a continuing flow of problems, issues and needs which require action. While the Board is determined to expedite its business, it is also mindful of the importance of planning, brainstorming and thoughtful discussion without action. Therefore, from time to time the Board may schedule work sessions or retreats, which shall be open to the public. No action shall be taken during such sessions. Public notice of the session, including the topics for discussion and study, shall be provided.

(Adoption Date: September 10, 2014)

LEGAL REFS.: C.R.S. 22-5-104(4) (*board shall meet at least quarterly; simple majority is quorum*)
C.R.S. 22-5-105 (*board meetings*)
C.R.S. 22-32-108 (*board meetings*)
C.R.S. 24-6-401 *et seq.* (*open meetings law*)

CROSS REFS.: BEAA*, Electronic Participation in Board of Directors Meetings
BEC, Executive Sessions
BEDA, Notification of Board Meetings

NOTE 3: A quorum is defined as a simple majority (more than half) of the members serving on a Board, as follows:

- *for a 5-member board a quorum is 3*
- *for a 6-member board a quorum is 4*
- *for a 7-member board a quorum is 4*