

**MINUTES FOR DENVER PRESS CLUB and PRESS BENEVOLENT ASSOCIATION  
BOARD OF DIRECTORS MEETING  
Feb. 6, 2018, 6 p.m.**

**1. Quorum & Call to Order**

Start 6:16 p.m. Present: David Milstead, Nate Heffel, Ann Imse, Adrian Garcia, Sara Crocker, Carol McKinley, Roger Ogden and Club Manager Tom Foutch  
Dan Petty joined at 8:30 p.m.

Absent: Joe Boven and Angela Jackson.

**2. Action item: January minutes**

Motion: Ogden; second: McKinley. Unanimous approval by board members present

**3. Action item: Membership applications, Nathan Heffel**

Drew Sidener, media (\$130)  
Lindsey Schwartz, media (\$130)  
Jeffrey Rowe, media (\$130)  
Tim Wieland, media (\$130)  
Carrie Dow, media (\$130)  
Alex Ulik, individual (\$260)  
Karen Benemann, media (\$130)  
Glenn Carter, out of region (\$60)  
John Toole, media (\$150)

Motion: Crocker; second: McKinley. Unanimous approval by board members present

**4. Discussion and action item: Membership levels and 2018 dues, David Milstead**

Opened discussion with history of membership system and work by Boven, Heffel and Petty to update membership levels.

Milstead asks the board to consider the existing member classifications, dues increases to cover the cost of Nexodus (incoming customer-relationship management tool) implementation, definitions of membership classes and added membership donor levels with flexibility to adjust benefits as needed.

**First action – membership definitions and rates**

Milstead outlined the proposed updates:

**Individual: \$275**

**Media/literary: \$150**

Media/literary members must obtain a majority of their annual income from producing works (written, video, photographic) that can be published without the approval or editing of the subject of the works. This rule is intended to draw a line between those who produce works of journalism or publishing and those who perform similar tasks in the field of

internal or external corporate communications. The Club recognizes that many journalists and other creative professionals must mix journalistic work with other forms of work-for-hire, and sets the 50 per cent threshold accordingly.

**Retired: \$150**

This category of membership recognizes that those who have retired from all types of full-time work have a reduced annual income from which to pay dues. By signing up for this category, the member affirms that they are neither working more than 20 hours per week nor earning more than \$17,040 (the threshold for an income-based deduction from Social Security benefits in 2018.)

**Student: \$60**

To qualify for student rate, the member must be enrolled for a minimum of twelve hours per semester with an accredited institution of higher education. Absent any change to the Club's bylaws, members can pay this rate for no more than four years.

**Non-resident: \$60**

To qualify as a non-resident, the member must live outside the Denver–Aurora, CO Combined Statistical Area, which means the member cannot live in any of the following counties: the City and County of Denver, Arapahoe County, Jefferson County, Adams County, Douglas County, the City and County of Broomfield, Elbert County, Park County, Clear Creek County, Gilpin County, Boulder County and Weld County.

McKinley voiced concern about raising dues for a second year in a row for a struggling industry. Garcia questioned the need to focus on definition of membership levels when there are few examples of abuse. Milstead encouraged them to make guidelines clear.

Member comment included questions about Nexodus and its capabilities.

Milstead noted moving toward a process of charging nonmembers for events, adding free programming as a member benefit.

Motion by Garcia to approve new membership structure; second by Ogden.

Question about how to define the Denver metro area. Imse motions to redefine as Adams, Arapahoe, Denver, Jefferson, Douglas, Broomfield and Boulder. Milstead seconds.

Milstead comment: Student definition is as outlined in Club bylaws and no longer would extend student rate for recent graduates.

Question about retired income definition. Garcia motions to update to being retired and 62 years or older. Ogden suggests 66 because that aligns with Social Security.

Question on media/literary definition. Audio added to definition of work; adding full-time journalism educators to this definition and rate option.

Motion carries 6-1, with McKinley voting against.

Final text as approved:

### *Membership rules*

*Potential members of the Denver Press Club, or current members upon renewal, must pay the "individual rate" as determined by the Board of Directors (\$275) or affirm that they qualify for one of the following categories of reduced-rate membership:*

#### *Media/literary (\$150):*

*Media/literary members must obtain a majority of their annual income from producing works (written, video, audio, photographic, multimedia) that can be published without the approval or editing of the subject of the works. This rule is intended to draw a line between those who produce works of journalism or publishing and those who perform similar tasks in the field of internal or external corporate communications. The Club recognizes that many journalists and other creative professionals must mix journalistic work with other forms of work-for-hire, and sets the 50 per cent threshold accordingly. Those engaged in the field of journalism education on a full-time basis qualify for the media/literary rate.*

#### *Retired (\$150):*

*This category of membership recognizes that those who have retired from all types of full-time work have a reduced annual income from which to pay dues. Members must be 66 years of age or older to qualify for the retired rate.*

#### *Student (\$60):*

*To qualify for student rate, the member must be enrolled for a minimum of twelve hours per semester with an accredited institution of higher education. Absent any change to the Club's bylaws, members can pay this rate for no more than four years.*

#### *Non-resident (\$60):*

*To qualify as a non-resident, the member must live outside the following counties: the City and County of Denver, Arapahoe County, Jefferson County, Adams County, Douglas County, the City and County of Broomfield, and Boulder County.*

*Members may apply to the board to be placed in a reduced-rate category if they feel their circumstances are consistent with one of these categories, but they fall outside the literal definitions. A member or potential member who affirms he or she qualifies for one of these categories but is found to have intentionally misstated their eligibility may have his or her membership suspended or revoked.*

On donor membership levels, Ogden voiced concern about implementing without clear plan for tracking those benefits. Milstead suggests tabling as it's not necessary to implement with the new dues structure. Garcia agreed but asked to ensure a donation option is included for membership enrollment and renewals.

## 5. President's Report, David Milstead

- **Maggie meeting:**
  - Caterer voiced desire to renew her contract; Foutch will create contract for six-month extension of contract.
  - Discussed possibility of restoring Friday lunch service as coworking is launched.
- **Administrative employee**
  - Met with student board member prospect Cassandra Ballard about possibility of helping with administrative tasks of the Club. This conversation is ongoing.
- **Legal assistance**
  - Boven has voiced concern that charging for programming could put nonprofit status of the Club in danger. Milstead has sought advice on this matter with attorney Peter Nagel – this conversation is ongoing.
- **Event planners party follow-up**
  - Bill for planning event has been reduced and will be paid.
- **Bylaws/elections**
  - Crocker and Garcia will not be running for the board – under current bylaws, members must share intent to run for the board by mid-February and election must take place by the last week of March.
  - Bylaws discussion is important to have now because it impacts elections. Milstead will continue to work on these updates with the goal of doing so before elections.

## 6. Other reports

- **Programming, Carol McKinley**
  - Seeking additional programming ideas for late March and April
  - Seeking co-chair for coming year.
- **Marketing, Sara Crocker**
  - Outlining social media policy and guidelines
  - Created audit of web
- **Development, Roger Ogden**
  - Continuing conversations with a member who is a potentially significant donor and has an interest in naming a scholarship at the Runyon for a long-time member.

## 7. Treasurer's Report, Ann Imse

- Cash in the bank: \$69,000
  - PBA: \$8,900
  - DPC: \$29,700
  - Rental deposits: \$3,250 -- \$4,475 pending
  - In escrow: \$31,000
    - \$18,850 in Runyon sales (250 of 320 seats sold)
    - \$7,500 toward capital campaign
    - \$3,500 donation to a named student scholarship

- Ogden requested operating statement for both organizations; membership data year-to-date.
- Nexodus update: Testing invoicing; training on Nexodus to come.
- Facilities: Cooler room and closets have been cleared out by Foutch, Milstead and members Jim Clarke and Robert Tonsing and converted with sound-proofing for co-working space. Radiators on the second floor will be removed, with the exception of those in restrooms.

## 8. Manager's report, Tom Foutch

- **Personnel:** Quentin is being trained on all opening procedures and some management duties. This is being done for two reasons: 1) he has agreed to cover some co-working "opening" hours; and 2) in the event I'm not here, he will have this knowledge and experience. Quentin is also scheduling some expanded training on Aloha.
- **Events:** I've outlined a strategic prospecting list and will begin sales efforts shortly. Carmen's file of old events (2004-12) has been found and analyzing these event records.
  - Rental fees were minimal because catering was then done in-house. With a contracted caterer, those profits are minimized and magnifies competitive challenges the Club faces against restaurants.
- **Co-Working:** All appliances have been acquired and are in place. All were tested and work fine. Covering the opening hours is going to be a challenge. I will cover all days the first week and four of five for the remainder of the test period. Depending on enrollment, may explore adding a staffer to serve co-working members.

## 9. Workspace update, Andy Colwell

- Four attendees Monday; seven attendees Tuesday – most work in journalism or a related field or know a member
  - 42 have shown interest from marketing to members
- All were here at least two hours
- Responses have been positive so far
- Most common question was around parking.

## 10. Other business

None.

Adjourn from public session at 8:45 p.m.

## 11. Executive session

The board met in executive session to discuss personnel issues.