

**MINUTES FOR DENVER PRESS CLUB and PRESS BENEVOLENT ASSOCIATION  
BOARD OF DIRECTORS MEETING  
Feb. 20, 2018, 7 p.m.**

**1. Quorum & Call to Order**

Present: Dan Petty (phone), David Milstead, Nathan Heffel, Joe Boven, Roger Ogden and Sara Crocker (arrived at 7:30 p.m.)

Absent: Adrian Garcia, Carol McKinley and Angela Jackson

**2. Action item: Board and officer appointment, Milstead**

Milstead makes motion -- Ann Imse has sent her resignation to the board, and he asks for board to approve her resignation -- full board present (Crocker absent) approves.

President appointment: Linda Spear, Treasurer

Milstead makes motion - Linda Spear appointed to board, and asks for board to approve her as new treasurer -- full board present approves. (Crocker absent)

President asks that signatories need not change until full election. Agreed with no vote taken by board present (Crocker absent).

**3. President's Report, Milstead**

- Milstead has received some response on proposal regarding an event sales and marketing plan and to deploy a part time employee.
  - Boven objects to the plan to have someone develop a marketing plan and \$3,500 price tag.
  - Crocker raised questions about more details regarding plan tactics.
  - Ogden suggests adding request to be among her preferred vendors and either moving forward as the board is supportive in principle or bringing her before the board to answer any questions.
- Coworking
  - Numbers have dwindled to single digits in this week.
  - More marketing of this is needed to a broader group; will continue trial next week.
  - Ogden suggests pitching to media, such as DBJ.
  - Printer is still not online, which Foutch says will be soon – and that 24/7 access and other coworking amenities have been less of a concern, based on trial user feedback.
- Nexodus
  - Milstead, Petty and Spear are working on inputting data and generating renewal invoices.
- Membership levels
  - Following feedback from members, the board discussed concerns about the retired requirement of 66 years old. Ogden noted that he would prefer an honor system with the expectation that those members are retired from full-time employment. Milstead said written criteria should say that a member affirms it.

- Motion by Ogden to remove age from retirement criteria and include mention of retirement from full-time employment; second by Heffel. Unanimous approval.

#### **4. Manager's Report, Foutch**

- Caterer approached us about using the kitchen for a fresh-food vending service on a trial basis. That service would need a commissary license, but will provide kitchen rental and food options for coworking users.
  - Spear asks whether there would be increases in other building costs (i.e. water, electricity, etc.). Foutch says they would monitor that usage.
  - Ogden asked questions about potential liabilities.
  - Foutch recommends going forward with a 90-day lease, with the option to extend and renegotiate. Board agrees.

#### **5. Discussion and action item: Bylaws**

- Milstead introduced the conversation by noting the bylaws do not require board approval before going forward to the membership.
- This arose out of concerns from members, such as ability to vote by proxy, and contradictions and inconsistencies, like a student board member requirement while students were not able to vote.
- Draft bylaws would, among other things:
  - Allow all members to vote, no matter their membership level, by mail or electronically. Corporate members would have one vote.
  - Change the threshold to call a special membership meeting to 5 percent of the membership, from five members.
  - Change the eligibility to vote if in delinquency of dues to 60 days, from 90.
  - Allow the board to hold executive sessions, as needed.
  - Restore term limits to the presidency.
- Boven asked a question about the need to include the PBA and DPC in the title. However, Milstead said that came as a recommendation and makes it clear to board that their role is to serve for both organizations.
- Boven moves for approval of updates to the bylaws to present to membership; Ogden seconds. Unanimous approval.

#### **6. Other business**

**None**

#### **7. Adjourn at 8:30 p.m.**