

The Upstart Crow Company Meeting Minutes of June 24, 2018 at the 9712 Sugarloaf Road, Boulder, CO at 1:40 pm.

Members present: Dan Doherty, Paul Campbell, Louis Clark, Marcia Crary, Will Crary, Jeffrey Hill, Joe Illingworth - President, Geni Klagstad – Secretary, Tom Mann, Dan McNellan, Kristy Pike, Esther Reed, Kathy Reed, Amy Sonnanstine – Vice President, Reilly Thornberry

Guests: Jim Heun, Mary McNellan, Michael Vasicek

1. Minutes of company meeting July 11, 2017 read. Motion to approve minutes as read was seconded and passed.
2. Opened Executive Session without objection at 1:45 pm. Minutes of April 17, 2018 Executive Session read for information. Entered 7 minute recess without objection, then read the minutes of the Executive Session of Mon, April 30, 2018 for information. Executive Session closed at 2:01 pm.
3. By-Laws – Joe went through the proposed By-Laws changes (see attached) point by point. An abbreviated discussion and comment session follows:
 - Membership requirements will be to work on 3 out of 8 (rather than 6) productions. Remove the word “major.”
 - Dues will change from \$10 to \$20/year.
 - TUC Policies and Customs needs to be updated – update powers of the board, selection, etc.
 - Board terms should be 2 years, staggered, and possibly add a 3 year term. Could be taken up by a committee.
 - Spell out expectations of an Ex-Officio board member – expectation means not required.
 - Clarification that Director refers to a board member and director means the director of a show.
 - Adding language dealing with vacancies on the board and notification of special meetings.
 - A quorum is 4 board members – discussion of number of board members (4 or 51% of available board members)
 - Send out agenda of board meetings to the company with board-named issues.
 - Add language regarding removal of board members, with or without cause. Approval by emails and notice to the company – need a consensus of a quorum, but email to all board members. Add to Board Manual.
 - Transparency is the word o’the day.
 - Discussion of what happens with democratically majority rule voting. Offices of the board are handled by the board itself. Board appoints the officers – they may be removed or resign from that office, or leave due to reasons like death.
 - Send minutes of meetings to all members of the company as well as the board.

- President and Treasurer should both be signers on all Treasury funds – bank accounts, investment accounts, etc. Add to Board Manual.
- Set up committees, and add methods for joining committees including resignation from committees.

Motion to accept these suggestions, enact and incorporate them where noted, and work on resolving still-open items as necessary was seconded and passed.

4. Play selection – Please submit 2 plays you have seen or read somewhat recently to Amy Sonnanstine by July 31, in hard copy or digital format. We are thinking that the theme of the next season could be the best play from each of the 17th, 18th, 19th and 20th centuries. If you are interested in directing, please let us know.
5. Election of the Board – Joe Illingworth, Geni Klagstad, Kristy Pike are currently on the board, with Amy Sonnanstine as interim Vice President. Motion to ask Geni, Joe and Kristy if they are willing to continue on the board was seconded and withdrawn. (Yes, they are willing to serve.) Motion to have Geni, Joe and Kristy remain on the board for 1 more year of their terms was seconded and passed. By affirmative consent Paul Campbell, Jeffrey Hill, Lois Moger and Amy Sonnanstine are willing to serve on the board for a 2 year term each, in the remaining 3 seats on the board. Election – the new board members are Jeffrey Hill, Lois Moger and Amy Sonnanstine.
6. Joe proposed that Richard Bell be given a company “President Emeritus” award. It would be given as an honorary title in recognition of his service to the Crow. So moved, seconded and passed unanimously.
7. Please give your dues to Amy.
8. Moving-out-of-Bell’s day is Sun, July 1. Some things will go to to Kristy’s house, props to Larry’s storage, and weapons to Joe’s house. On Mon, July 2 more things will go to Larry’s storage.
9. We will have further discussion about stipends, whether to continue them at the current level, etc.
10. Motion to adjourn at 4:27 pm was seconded and passed.

Respectfully submitted,

Geni Klagstad
Secretary