

## REVIEW OF MAJOR DECISIONS THE GOVERNING AUTHORITY HAS MADE IN THE PAST THREE YEARS

The following is a list of board decisions in the last three years beginning with the minutes of the Feb. 24, 2007 Board Meeting.

1. Adopt By-law changes as stated and recommended. Passed unanimous.
2. Financial policies
  - a. Borrowing policy
  - b. Check Signing and Withdrawal of Funds Policy
  - c. Approval of Capital Expenditures
  - d. Whistleblower Policy
  - e. Employee Handbook
  - F. Approval of Actions of the Board and Officers.

*All passed with a majority vote.*

3. Dunagan entertained a motion to search for an architect, find out what the architect costs would be, get a report back and proceed with the idea of an educational building once we get this first step done. Majority vote.
4. Motion to recognize Clay Miller with a lifetime achievement award for his contribution to CDRI. Bruner will write a letter of appreciation to Clay Miller. Unanimous vote.
5. Conflict of husband and wife on CDRI BOD  
Passed the following motion by majority vote that “we are aware that we have a couple serving on our board of directors and we accept that service without prejudice so that if we are ever questioned about it, this board has put in the minutes that they are aware of it and there is no problem with it.”

### **Extraordinary Meeting of the BOD – July 14, 2007**

1. Motion to approve the mission statement as written. Unanimous vote.
2. Bruner offered the following: To authorize a line of credit to the CDRI, in the amount of \$72,000, to be used if needed, from the permanent endowment fund, by the end of 2009. The motion was approved with no opposition.
3. Motion to approve salaries as listed in *A Vision for the Future Report* was unanimously approved.
4. At the call for other new business, Bruner made a motion to amend the budget on the capital side as we are using what had been previously been allocated for capital

improvements. He stated that since we have already adopted the salary increases, he would like to move that we amend the capital budget to reflect that we are not going to make all the capital improvements and that the funds will be converted to operating funds. Unanimous vote approved.

### **BOD Meeting – November 17, 2007**

1. Board Development Committee's motion to establish an Emeritus Board of Directors passed unanimously.
2. Motion to make the following by-law change: "Directors are required to attend one of three consecutive board meetings. Failure to attend three consecutive board meetings would automatically terminate the board membership." The motion failed due to a lack of a second.
3. Board members are expected to give an annual monetary gift to the CDRI and are asked to make the CDRI a priority in their personal giving. BOD members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fundraising committees, and by attending fundraising events. Motion passed by a majority vote.
4. Board Development committee moved to adopt a Document Retention and Destruction Policy in reference to the series of Sarbanes-Oxley policies that must be implemented. The motion passed with a unanimous vote.
5. Dunagan asked the Board to approve an expenditure of \$8000 for a new heat pump system for the visitor's center building and if the money cannot be raised, he asked that the BOD approve a loan from the endowment to the operating fund in the amount of \$8000. Dunagan said he would pay \$4000 of that amount over the next ten years, if the money cannot be raised. Joe Duncan offered to cover the other \$4000 with the same conditions as stated by Dunagan. Pittman moved to approve the expenditure. Bruner offered a second. The motion passed with a unanimous vote.
6. Motion to pass the preliminary operating budget for 2008 passed with a majority vote.
7. Proposed changes to the Scientific Advisory Board passed with a majority vote.
8. The motion passed with a majority vote to accept and approve the resolutions to approve the 401(k) employee expense.
9. A motion was made to approve a 10% override (minimum) for administrative costs for future special projects. Motion approved.

## **BOD February 23, 2008**

1. The Board Development Committee made the following recommendations:
  - a. The Emeritus Board shall have no committee or management responsibility; however, continued participation and support of the Institute's programs are encouraged. Vote was unanimous.
  - b. For clarification, the following sentence was added "All Executive Committee members shall be current members of the Board of Directors." Motion passed with a majority vote.
  - c. The permanent endowment committee shall be appointed by the President and comprised of members of the BOD who are not current officers of the Institute or members of the finance committee. Passed with a majority vote.
2. The following were nominated by acclamation to the Emeritus Board: David Schmidly, Jim Scudday, R.W. Bybee, and Clay Miller. It was an unanimous vote.
3. Approved the Revised Operating Budget FY 2008 with a unanimous vote. The BOD approved with a unanimous vote the Draft of the Goals and Objectives as amended.
4. Amended the Check Signing and Withdrawal of Funds Policy to read "All funds received by the CDRI shall be deposited at least once a week." Unanimous vote.
5. Motion passed to approve the actions of the board and officers concerning the operations of the CDRI for the year 2007 by unanimous vote.

## **BOD October 25, 2008**

1. Nominated Marty Hansen as interim treasurer of CDRI by acclamation. Unanimous vote.
2. Moved that the BOD adopt the Proposed Job Description: Audit Committee. Motion carried with a unanimous vote.
3. Moved that the BOD adopt the Proposed Job Description: Finance Committee. Motion carried with a unanimous vote.
4. Moved that the BOD adopt the Proposed Job Description: Board Development Committee. Motion carried with a unanimous vote.
5. Hall moved that distribution of \$7,600 from the KGC Charitable Trust be used to repay the loan that was taken from the permanent endowment for the heating and cooling system. Unanimous vote.

6. Bruner moved that the BOD authorize expenditures for the months of January and February 2009 at the same level of funding as in the current budget. Unanimous vote.

7. Need corporate resolutions to empower Marty Hansen to have signatory authority over three financial accounts. The motion passed with a unanimous vote.

### **BOD February 21, 2009**

1. The following policy was proposed by the Finance Committee “All special projects funds will be charged a 10% accounting fee by CDRI; remaining fund balances will be allocated to annual maintenance and operational cost as a part of the annual budget process and any remaining funds will be transferred to the Endowment subject to audit rules.”

After much discussion and unsuccessful attempts to satisfactorily restate the policy it was withdrawn and sent back to the Finance Committee for redevelopment.

2. The Board adopted the 2009 budget as developed by a unanimous vote.

3. The BOD voted unanimously to proceed with the Juniper Removal Project.

4. The BOD adopted the following vision statement by unanimous vote. “Exploring the desert through science.”

5. Motion made to name Shirley Powell as chair of the Endowment committee. Passed unanimously.

6. A motion was made to designate CDRI’s Board president and treasurer as individual signatories on the organization’s financial accounts. Passed unanimously.

### **BOD October 24, 2009**

1. Approved Minutes of Feb. 21, 2009 meeting by unanimous vote.

2. Moved to accept items including rocks and ore by the Collections Committee. Unanimously adopted.

3 A unanimous vote of those present authorized the Executive Committee to engage an audit firm for the 2009 audit.

4. Following a motion by the Endowment Committee the revised Investment Policy was unanimously adopted.

5. Voted that the current budget be continued for January and February 2010 until a new budget is adopted by the Board.

6. “Effective 2008 all special project funds will be charged a 10% administrative fee by CDRI. Any funds remaining after the completion of the project will be transferred to the Permanent Endowment Fund subject to audit rules. The policy passed with two opposed.

7. Tom Bruner will file a “dba” document for the Chihuahuan Desert Nature Center a facility of the CDRI.

8. Motion to approve the actions of the Board and Officers for the past 6 months passed with unanimous approval.

### **BOD February 27, 2010**

1. Added Term Limits (Article V, Section 1) to the By Laws. The policy passed with four opposed.
2. Added attendance policy. Two opposed.

Compiled by Martha Hansen