



# Board of Directors Special Meeting Minutes Summary

**DATE:** October 24th 2016, 6:00 pm Meeting

**LOCATION:** RMAE Cafeteria, Evergreen, CO

**RMAE Vision Statement:**

RMAE envisions a community of parents, teachers, students and educational and business leaders working together to create a learning environment that encourages growth in character, academic achievement and the love of learning, resulting in responsible, productive citizens.

**RMAE Mission Statement:**

RMAE inspires each student to pursue personal and academic excellence through an intellectually challenging Core Knowledge™ curriculum within a nurturing environment.

**Meeting Agenda Summary**

<b>Call to Order and Reading of Vision and Mission Statements</b>	<p>Board Members in attendance:</p> <ul style="list-style-type: none"> <li>• Kyle Stults, Parent Representative</li> <li>• Debbie Caruso, Pre-School Director</li> <li>• Roberta Harrell, Director</li> </ul>
<b>Appointment of Board Members</b>	<p>Kyle Stults, as sole voting Board member read a Resolution appointing the following people to positions on the Board:</p> <ul style="list-style-type: none"> <li>• Mike Geiger as a parent representative;</li> <li>• Christine Lindsay to serve the remaining term of Jodi Dorkin;</li> <li>• Todd Crosbie to serve the remaining term of Tim Lane;</li> <li>• Jim Good to serve the remaining term of Laurie Morrill;</li> <li>• Amy Broxterman to serve the remaining term of Laurel Hyslop; and</li> <li>• Britt Gaskell to serve the remaining term of Kelli Anderson.</li> </ul> <p>A copy of the Resolution is attached as Exhibit A</p>
<b>Election of Board Officers</b>	<p>After discussion between the newly appointed Board members, the following persons were elected Officers, each following nomination, second and unanimous vote:</p> <ul style="list-style-type: none"> <li>• Kyle Stults - President</li> <li>• Amy Broxterman - Vice President</li> <li>• Britt Gaskell - Treasurer</li> <li>• Mike Geiger - Secretary</li> </ul>
<b>Agenda and Schedule for Upcoming Meeting(s)</b>	<p>The Board discussed the schedule and Agenda for upcoming meetings including the desire to move into Executive Session for legal advice and personnel matters prior to an open meeting on October 26, 2016.</p>
<b>Public Comment</b>	<p>The Board received public comment for approximately 60 minutes concerning:</p> <ul style="list-style-type: none"> <li>• Impact of dismissed teachers on students and staff</li> <li>• Timing of meetings and decisions concerning teachers and the Director</li> </ul> <p>The audio recording of the meeting captures in full the content and tenor of public comment</p>
<b>Next Meeting October 26th, 2016 Adjournment</b>	<p>Adjourned 7:35 p.m.</p>



## Exhibit A

### Appointment Resolution

#### RESOLUTION OF THE BOARD OF DIRECTORS OF ROCKY MOUNTAIN ACADEMY OF EVERGREEN

The board of directors of Rocky Mountain Academy of Evergreen met on October 24, 2016 pursuant to notice properly posted in accordance with the Colorado Open Meetings Act. Kyle W. Stults, the sole member of the board of directors, was present. The board of directors passed the following resolution:

WHEREAS, Rocky Mountain Academy of Evergreen ("RMAE") is a Colorado nonprofit corporation and charter school; and

WHEREAS, RMAE's board of directors has recently operated with eight voting members and two ex officio non-voting members (RMAE Director and Preschool Director); and

WHEREAS, until recently the following persons were the eight duly elected or appointed voting members of the RMAE board of directors: Tim Lane, Laurel Hyslop, Kelli Anderson, Jodi Dorkin, Kyle Stults, Laurie Morrill, Dwight Koch, and Jeff Wilhite; and

WHEREAS, on or about October 12 and October 13, 2016 Tim Lane, Laurel Hyslop, Kelli Anderson, Jodi Dorkin, Laurie Morrill, Dwight Koch, and Jeff Wilhite resigned from the board of directors, leaving Kyle Stults as the sole remaining voting director; and

WHEREAS, Section F of Article II of RMAE's Bylaws states: "Vacancies on the RMAE Board shall be filled by appointment by the remaining members of the RMAE Board;" and

WHEREAS, C.R.S. § 7-128-110(1)(a) states in pertinent part: "Unless otherwise provided in the bylaws, if a vacancy occurs on a board of directors . . . [if] the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office;" and


WHEREAS, pursuant to the School's bylaws and the Colorado Nonprofit Corporation Act, Kyle Stults, acting as the sole remaining member of the RMAE board of directors, is authorized to fill the vacancies created by the October 12-13, 2016 resignations;

THEREFORE, in order to reconstitute the RMAE board of directors, the following resolution was adopted:

RESOLVED, that

Mike Geiger is appointed to the board as a parent representative;  
Christine Lindsay is appointed to serve the remaining term of Jodi Dorkin;  
Todd Crosbie is appointed to serve the remaining term of Tim Lane;  
Jim Good is appointed to serve the remaining term of Laurie Morrill;  
Amy Brosternan is appointed to serve the remaining term of Laurel Hyslop; and  
Britt Gaskell is appointed to serve the remaining term of Kelli Anderson.

Respectfully submitted,

  
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Kyle Stults