

**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES**

**Saturday, May 6, 2023
Chautauqua Institution**

MINUTES

Members Present

Candace Maxwell, Chair	Kyle Keogh
Veronica Biggins	James Klingensmith
Laurie Branch	Anita Lin
Judith Claire	Mike Metzger
Rick Evans	Bill Neches
Sara Falvo Ponkow	Gwen Norton
Nancy Gibbs	David Peckinpaugh
Paul Hagman	Marnette Perry, Vice Chair
Izumi Hara	Larry Thompson
Terry Horner	Dick Wade

Absent

Helene Gayle
Nancy Kyler
Sarah McWilliams
Richard Osborne
Tim Renjilian

Others Present

Michael Hill	Shannon Rozner
Sebby Baggiano	Laura Savia
Rindy Barmore	John Shedd
Erica Higbie	George Snyder
Dana Lundberg	Melissa Spas
Deborah S. Moore	Jordan Steves
Emily Morris	Amit Taneja

I. Call to Order & Opening Prayer

Ms. Maxwell called the meeting to order.

A motion was made to move into executive session inviting Mr. Lundberg.

The motion passed.

A motion was made to move to open session.

The motion passed.

II. Approval of February 24, 2023, Minutes

The minutes of the February 24, 2023, Board of Trustee meeting were approved as presented.

III. Report of the Chair

Ms. Maxwell reported the Board of Trustees approved the 2023 Presidential Objectives during the executive session of today's meeting.

Ms. Maxwell reported amendments to the Chautauqua Institution Rules & Regulations will be deferred to a later date to allow staff to consider suggestions provided by the Board at its February 3, 2023, meeting.

IV. Report of the President

Dr. Hill provided a brief report regarding the \$1 million grant received from Chautauqua County toward The Jefferson Project; referred to additional grant requests and funding related to The Jefferson Project; and discussed Net Zero Carbon and New York State Climate Act Mandates.

Mr. Horner, Chair of the Budget & Finance Subcommittee on Climate Change Initiatives, discussed Mr. Mark Wenzler's work toward making Chautauqua Institution environmentally sustainable and noted the Subcommittee will be coming back to the Board at some point with an environmentally sustainable plan.

Dr. Hill recognized Mr. Taneja, Senior Vice President and Chief IDEA (Inclusion, Diversity, Equity and Accessibility) Officer, noting his work in the Chautauqua County community and the Chautauqua Institution community related to IDEA issues.

Mr. Taneja presented an update on the Institution's IDEA Plan noting the work accomplished in 2022; referred to the IDEA Business Plan which included a mobility scooter initiative as part of the accessibility plan; and outlined the 2023 IDEA Work Plan and its objectives.

V. Committee Reports

Executive Committee

Amendments to Chautauqua Institution (CI) Rules & Regulations

Ms. Maxwell referred to the Chautauqua Institution Rules & Regulations on Alcohol Sale and Use and recognized Ms. Rozner, General Counsel and Senior Vice President of Community Relations, to discuss the recommended amendments as noted in the memo provided in the Board's pre-read material.

Ms. Rozner stated the Administration is requesting an amendment to the Chautauqua Institution Regulation on the sale and use of alcoholic beverages and addition of a new Section 1(D). The amended article would expand the allowable circumstances under which alcohol could be sold on the grounds of Chautauqua Institution. Specifically, it would allow the sale of wine, beer and spirits for *on-premises* consumption at businesses operated by the Institution in addition to hotels, restaurants and the golf club. Second, it would allow the sale of sealed containers for off-premise consumption from both Institution and non-Institution businesses if the President in their discretion permits it.

Upon the recommendation of the Executive Committee, a motion was made to approve amendments to Article X, Section 1(A); Article X Section 1(C); and addition of Article X Section 1(D) as amended.

The new Article X, Section 1, will read:

Section 1. Sale of Alcoholic Beverages: The sale, any time, directly or indirectly, of alcoholic beverages within the Chautauqua Grounds is prohibited except the following:

A. Spirits, wine, and beer may be sold for on-premises consumption throughout the year in restaurants or hotels that are open during the Summer Assembly Season not less than six (6) days per week and that, when open, offer to the general public substantial food-service, comprising not less than two meals per day, including a dinner period of not less than three hours in length, (i) pursuant to a license issued by the New York State Liquor Authority; (ii) between the hours of 11 :00

a.m. and midnight (Sundays noon to midnight); and (iii) provided that the restaurant or hotel has also been issued a separate revocable Chautauqua Institution license to sell spirits, wine, and beer. Said license will specifically include the location, dates, and times where and when spirits, wine, and beer may be sold and shall be issued by the President of Chautauqua Institution in their sole and absolute discretion after considering the best interests of the Institution, including the Institution's commitment to providing a first-class experience for all of its residents, patrons, and guests.

B. Spirits, wine, and beer may be sold pursuant to a temporary license for an event occurring on Chautauqua Institution property or in a Chautauqua Institution facility (i) pursuant to a license issued by the New York State Liquor Authority and (ii) pursuant to a special Chautauqua Institution temporary revocable license that has been approved by the President of Chautauqua Institution. Said temporary license will specifically include the location, dates, and times where and when spirits, wine, and beer may be sold and will be issued by the President of Chautauqua Institution in their sole and absolute discretion after considering the best interests of the Institution, including the Institution's commitment to providing a first-class experience for all of its residents, patrons, and guests.

C. Spirits, wine, and beer may be sold for on- and/or off-premises consumption at any other business owned and/or operated by Chautauqua Institution or the Chautauqua Hotel Company: (i) pursuant to a license issued by the New York State Liquor Authority and (ii) provided that the business has also been issued a separate revocable Chautauqua Institution license to sell spirits, wine, and beer. Said license will be issued by the President of Chautauqua Institution in their sole and absolute discretion after considering the best interests of the Institution, including the Institution's commitment to providing a first-class experience for all of its residents, patrons, and guests.

D. Sealed containers of spirits, wine, and beer may be sold for off-premises consumption at any business operating on Chautauqua Institution's grounds in Western New York: (i) pursuant to a license issued by the New York State Liquor Authority and (ii) provided that the business has also been issued a separate revocable Chautauqua Institution license to sell spirits, wine, and beer. Said license will be issued by the President of Chautauqua Institution in their sole and absolute discretion after considering the best interests of the Institution, including the Institution's commitment to providing a first-class experience for all of its residents, patrons, and guests.

The motion passed.

Amendment to Chautauqua Institution By-Laws

Ms. Maxwell referred to the Resolutions Amending the By-Laws of the Chautauqua Institution related to the Notice of Nominations; addressing scrivener errors; and time of the Annual Corporation Meeting. She noted the Nominating & Governance Committee conducted a review of the Chautauqua Institution By-Laws in consultation with Dana Lundberg and the Executive Committee is recommending approval by the Board of Trustees as amended.

Amendment to Chautauqua Institution By-Laws Section 1.5 Advance Notice to the Secretary; Record Date

Upon the recommendation of the Executive Committee a motion was made to approve the Resolution Amending Section 1.5 Advance Notice of Nominations to the Secretary of the Chautauqua Institution By-Laws as amended.

The motion passed.

Amendment to Chautauqua Institution By-Laws Section 1.6; 4.1; 4.1(B); and 4.2

Upon the recommendation of the Executive Committee a motion was made to approve the Resolution Amending Scrivener Errors in Section 1.6 Regular Meetings; 4.1 Committees of the Corporation; 4.1(B) Development Council; and 4.2 Committees of the Chautauqua Institution By-Laws.

The motion passed.

Amendment to Chautauqua Institution By-Laws Section 7.1

Upon the recommendation of the Executive Committee a motion was made to approve the Resolution Amending Section 7.1 Annual Meeting of the Chautauqua Institution By-Laws as amended.

The motion passed.

A copy of the approved resolutions is attached to these minutes.

Resolutions Regarding Time of Annual Corporation Meeting & Appointment of Inspectors of Election

Ms. Maxwell noted based on the amendments to the Chautauqua Institution By-Laws, the Board is asked to approve two resolutions related to the Annual Corporation meeting.

Resolution Regarding Time of Chautauqua Institution Annual Corporation Meeting

A motion was made to approve the following resolution as amended:

Whereas, the annual meeting of the Members of the Corporation shall be held at 12:00 pm Eastern Time on the second Saturday of August in each year on the Chautauqua Institution grounds at Chautauqua, New York, unless or until different or further action is taken by the Board.

The motion passed.

Resolution Appointing 2023 Annual Corporation Inspectors of Election

A motion was made to approve the following resolution as amended:

Whereas, the Chautauqua Institution Board of Trustees hereby appoints the following to serve as Inspectors of Election for the Chautauqua Institution Annual Corporation Meeting to be held on Saturday, August 12, 2023, at 12:00 pm Eastern Time on the grounds of Chautauqua Institution: Rindy S. Barmore, Shannon Rozner, J.D., George L. Follansbee, Jr., Amit Taneja, Amy Gardner, John Shedd and Dana A. Lundberg, Esq. or Myra V. Blasius, Esq.

The motion passed.

Budget & Finance Committee

Mr. Wade reported the Committee met on April 4, 2023, and the material of that meeting is provided in the Board of Trustees' pre-read material of April 28; noted the Committee will meet on June 19, 2023, to review the dashboard reports regarding census and budget projections; and discussed Chautauqua Institution's use of a regional bank in light of the national issues, noting careful research and examination has been conducted to assure limited risk to Chautauqua Institution.

Audit Committee

Ms. Norton noted the Board received the 2022 Audited Financial Statements for the Chautauqua Institution and the Chautauqua Hotel Company in its pre-read material; reported the Audit Committee accepted the 2022 Audited Financial Statements noting the Chautauqua Institution received a clean audit; and referred to the Audit Committee's work with the BDO, the Institution's auditors going forward.

Upon the recommendation of the Audit Committee a motion was made that the Board of Trustees receive and accept the December 31, 2022, Audited Financial Statements for Chautauqua Institution, and the Chautauqua Hotel Corporation.

The motion passed.

Marketing & Brand Strategy

Mr. Keogh reported the Committee met on April 19, 2023, and received an update on 2023 Long-term Ticket Census, Revenue and Revenue/Person Day as of March 31, 2023, versus the budgeted plan; reviewed the 2023 Marketing Initiatives; and reviewed and discussed the CHQ Assembly Business Plan. Mr. Keogh referred to specific areas within the CHQ Assembly Business Plan as it related to the work of the Committee going forward regarding the Value Proposition of CHQ Assembly.

Nominating & Governance

Ms. Maxwell reported in Ms. Kyler's absence, noting the Committee met on March 20 and April 19, 2023, to consider Trustee candidates for upcoming vacancies and to continue its review of the Board Governance Policies. The policy review has been conducted in consultation with Mr. Lundberg, Ms. Maxwell, Ms. Kyler, Ms. Barmore and Ms. Rozner to identify the appropriate Committees of the Board responsible for review. The Committees will be asked to review current Board Governance Policies and make recommendations regarding policies to sunset which are operational in nature or antiquated, and those to be retained and/or amended. The policies will be uploaded to the Board's Portal in the fall of 2023.

Ms. Maxwell reported that the Committee is considering a number of candidates for the Class of 2027 and has approved the nomination of one candidate who will be presented to the Board at its July 22, 2023, Educational Meeting along with other nominees. She reported Mr. Wade will not be seeking a second four-year term on the Board and noted Mr. Keogh and Ms. Claire will complete their second four-year terms as of October 1, 2023. Ms. Kyler has conducted a Board Chair Evaluation Survey and will share those results with the Board at its July 22, 2023, Educational Meeting. Ms. Maxwell is completing her second two-year term as Chair of the Board and is eligible to serve a third two-year term.

Human Resources & Compensation Committee

Ms. Perry noted the Human Resources & Compensation Committee's activities were discussed earlier in the Executive Session, and she had no further report at this time.

Development Council

Dr. Hill reported in Mr. Osborne's absence and referred the Board to the fundraising reports provided in the Board's pre-read material; noted the staff's recommendations regarding revision to the goals and initiatives to be included in the upcoming campaign; and reported the Development Council will make final recommendations regarding the campaign goals and initiatives to the Board in the fall of 2023.

Naming of Peter Nosler Director of Climate Change Initiative

Dr. Hill reported on a recent philanthropic gift which aligns with the Gift Acceptance Policy and qualifies for naming rights. The gift was provided to fund and endow the position of Director of Climate Change Initiative. The donor has requested the position be named the Peter Nosler Director of Climate Change Initiative. Per the Chautauqua Institution Gift Acceptance Policy, the Board is not required to act regarding the naming of this position.

Naming of Batten Family Climate Change Initiative

Ms. Jane Batten has provided a challenge gift to Chautauqua to encourage and inspire other donors to support the Climate Change Initiative and match her gift. The Chautauqua Institution Gift Policy does not reference the naming of programs and the Board is asked to approve the naming and establishment of the Batten Family Climate Change Initiative.

Upon the recommendation of the Development Council, a motion was made to approve the naming of the Climate Change Initiative, The Batten Family Climate Change Initiative.

The motion passed.

Architectural Review Board

Mr. Hagman reported in Ms. Lin's absence, noting the recent case brought before the Architectural Review Board at its May 4, 2023, meeting.

Hotel Board

Dr. Hill reported the Chautauqua Hotel Board is considering the Hotel Historic Renovation Plan to determine if renovations can be made in phases. Phase 1 of the Plan includes addressing structural issues; updates to selected public areas and rooms; and weatherization of the facility.

Report of Chautauqua Foundation

Ms. Maxwell reported on behalf of Mr. Renjilian, and referred to the Foundation Executive Summary Report noting the current endowment assets and value to-date; reported the Foundation is focused on asset allocation, risk and financial needs of the Institution; noted the Foundation Investment Committee met with their investment managers to discuss hedge fund allocation as it relates to the overall Foundation Investment Strategy; and the Foundation's Annual Report is being completed and will be delivered digitally.

Mr. Snyder, a Director of the Chautauqua Foundation, reported the Foundation Board is considering its long-term financial sustainability based on the market; discussing the annual payout to the Institution and potential changes to the payout to continue to address the Institution's financial needs while providing growth to the endowment assets; and considering greater utilization of current endowment funds associated with the annual payout to the Institution to cover overhead costs incurred by the Institution. Mr. Snyder noted the appropriation of payout to the Institution is set annually in June for the coming year.

VI. Executive Session

A motion was made to move to the executive session, inviting Dr. Hill and Mr. Lundberg.

The motion passed.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees

**RESOLUTION
AMENDING BY-LAWS
OF
CHAUTAUQUA INSTITUTION**

WHEREAS, the By-Laws of Chautauqua Institution were last revised and adopted August 26, 2018; and

WHEREAS, the said By-Laws, pursuant to section 6.1, “may be altered, amended or repealed...at any meeting of the Board of Trustees at which a quorum is in attendance by affirmative vote of two-thirds of the number of Trustees in office, provided that written notice of such proposed alteration...shall have been given to each Trustee...”; and

WHEREAS, the said By-Laws further establish various committees, including the Nominating & Governance Committee which, pursuant to section 4.1(C), “shall periodically review the By-Laws”; and

WHEREAS, the said Nominating & Governance Committee undertook a review of the By-Laws and the needs of Chautauqua Institution; and

WHEREAS, the said Nominating & Governance Committee further reviewed the process and procedure regarding the election of Class B Trustees, and determined further and additional time and details are needed in order to allow for orderly and efficient elections; and

WHEREAS, the said Nominating & Governance Committee through said review, has determined it is in the best interests of Chautauqua Institution to recommend to the Board of Trustees an amendment to the Chautauqua Institution By-Laws;

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1.5 of the By-Laws is hereby amended to read in its entirety as follows:

1.5 Advance Notice Of Nominations To Secretary; Record Date.

All nominees for the position of Class A Trustees shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than fifteen (15) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation’s Conflict of Interest Policy as required by New York State Not-for-Profit Corporation Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than fifteen (15) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation’s Conflict of Interest Policy as required by New York State Not-for Profit Corporation Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. In order to be placed on the ballot for election, each nominee for the position of Class B Trustee must submit to the Corporate Secretary by 5:00 p.m. Eastern Time on the third (3rd) business day after a request by the Corporate Secretary, any and all documents and related information reasonably requested by the Corporate Secretary to verify the nominee’s eligibility as a Class B Trustee. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is fifteen (15) days prior to the date of the annual meeting of the Members of the Corporation.

Specifics Of Proposed Changes:

1.5 Advance Notice Of Nominations To Secretary; Record Date.

All nominees for the position of Class A Trustees shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ten (10) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ten (10) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for Profit Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is ten (10) days prior to the date of the annual meeting of the Members of the Corporation.

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1.5 Advance Notice Of Nominations To Secretary; Record Date.

All nominees for the position of Class A Trustees shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ~~ten (10)~~ fifteen (15) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Corporation Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than ~~ten (10)~~ fifteen (15) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for Profit Corporation Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. In order to be placed on the ballot for election, each nominee for the position of Class B Trustee must submit to the Corporate Secretary by 5:00 p.m. Eastern Time on the third (3rd) business day after a request by the Corporate Secretary, any and all documents and related information reasonably requested by the Corporate Secretary to verify the nominee's eligibility as a Class B Trustee. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is ~~ten (10)~~ fifteen (15) days prior to the date of the annual meeting of the Members of the Corporation.

**RESOLUTION
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CHAUTAUQUA INSTITUTION**

WHEREAS, the By-Laws of Chautauqua Institution were last revised and adopted August 26, 2018; and

WHEREAS, the said By-Laws, pursuant to section 6.1, “may be altered, amended or repealed...at any meeting of the Board of Trustees at which a quorum is in attendance by affirmative vote of two-thirds of the number of Trustees in office, provided that written notice of such proposed alteration...shall have been given to each Trustee...”; and

WHEREAS, the said By-Laws further establish various committees, including the Nominating & Governance Committee which, pursuant to section 4.1(C), “shall periodically review the By-Laws”; and

WHEREAS, the said Nominating & Governance Committee undertook a review of the By-Laws and the needs of Chautauqua Institution, which review discovered scrivener’s errors in Sections 1.6, 4.1, 4.1(B) and 4.2 of the By-Laws;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Section 1.6 of the By-Laws is hereby amended to read in its entirety as follows:

Section 1.6 Regular Meetings.

There shall be a November meeting of the Board of Trustees that shall be its annual meeting, and there shall be regular meetings of the Board in February and in August of each year. Additionally, there shall be at least one (1) other regular meeting of the Board of Trustees, which typically is held in May of each year but which shall be held at such time and place as the Board of Trustees or the Board Chair may designate. Any business may be conducted at any regular meeting of the Board of Trustees without advance notice, unless such notice is required by law, the Charter, or these by-laws.

2. Section 4.1 of the By-Laws is hereby amended to read in its entirety as follows:

4.1 Committees of the Corporation.

To assist the Board of Trustees in its general supervision of the Corporation's activities, the following committees of the Corporation are established:

Budget & Finance Committee
Development Council
Nominating and Governance Committee
Human Resources & Compensation Committee
Marketing & Brand Strategy Committee

Said committees are advisory to the Board of Trustees and shall not assume to act in the place of the Board of Trustees nor undertake any obligation on behalf of the Corporation. The term and appointment of Board of Trustee members to the Development Council is governed by Section B of these by-laws and by the joint protocol with the Chautauqua Foundation. The Chair and members of each of these committees shall be appointed

each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, plus such other persons (if any) as may be appointed to serve as members thereof. Each committee Chair shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

3. Section 4.1(B) of the By-Laws is hereby amended to read in its entirety as follows:

4.1(B) Development Council.

The Development Council is a standing committee of both the Chautauqua Foundation Board of Directors and the Chautauqua Institution Board of Trustees. It serves as the primary interface between the two relative to the development interests of the Institution and the Foundation and serves as the primary resource to the President of the Institution for the delivery of philanthropic resources to advance the interests of the Institution. The Development Council shall discuss, evaluate, and recommend policies and actions to the Chautauqua Foundation and Institution Boards on all matters affecting the philanthropic development of Chautauqua. The Board Chair shall appoint two to three additional members of the Development Council from among the Board of Trustees. The Board Chair shall appoint the Chair of the Development Council. Each member appointed pursuant to this section shall sit until he or she resigns, is no longer a member of the Board of Trustees, or is replaced by the Board Chair. The Development Council is designated as a Committee of the Corporation.

4. Section 4.2 of the By-Laws is hereby amended to read in its entirety as follows:

4.2 Committees of the Board.

To further assist the Board of Trustees in its general supervision of the Corporation's activities, the following additional committees of the Board are established:

Architectural Review Board
Audit Committee

The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments. Each committee member, including the Chair, shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

Specific Proposed Changes:

1. Section 1.6

Section 1.6 Regular Meetings.

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2. Section 4.1

4.1 Committees of the Corporation.

To assist the Board of Trustees in its general supervision of the Corporation's activities, the following committees of the Corporation are established:

- Budget & Finance Committee
- Development Council
- Nominating and Governance Committee
- Human Resources & Compensation Committee
- Marketing & Brand Strategy Committee

Said committees are advisory to the Board of Trustees and shall not assume to act in the place of the Board of Trustees nor undertake any obligation on behalf of the Corporation. The term and appointment of Board of Trustee members to the Development Council is governed by Section B of these by-laws and by the joint protocol with the Chautauqua Foundation. The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, plus such other persons (if any) as may be appointed to serve as members thereof. Each committee Chair shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to

accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

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4.1 Committees of the Corporation.

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- Budget & Finance Committee
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Said committees are advisory to the Board of Trustees and shall not assume to act in the place of the Board of Trustees nor undertake any obligation on behalf of the Corporation. The term and appointment of Board of Trustee members to the Development Council is governed by Section B of these by-laws and by the joint protocol with the Chautauqua Foundation. The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, plus such other persons (if any) as may be appointed to serve as members thereof. Each committee Chair shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

3. Section 4.1(B)

B. Development Council

The Development Council is a standing committee of both the Chautauqua Foundation Board of Directors and the Chautauqua Institution Board of Trustees. It serves as the primary interface between the two relatives to the development interests of the Institution and the Foundation and serves as the primary resource to the development staff of the Foundation for the delivery of philanthropic resources to advance the interests of the Institution. The Development Council shall discuss, evaluate, and recommend policies and actions to the Chautauqua Foundation and Institution Boards on all matters affecting the philanthropic development of Chautauqua. The Board Chair shall appoint two to three additional members of the Development Council from among the Board of Trustees. The Board Chair shall appoint the Chair of the Development Council. Each member appointed pursuant to this section shall sit until he or she resigns, is no longer a member of the Board of Trustees, or is replaced by the Board Chair. The Development Council is designated as a Committee of the Corporation.

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4. **Section 4.2**

4.2 Committees of the Board.

To further assist the Board of Trustees in its general supervision of the Corporation's activities, the following additional committees of the Board are established:

Architectural Review Board
Audit Committee

The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, plus such other persons (if any) as may be appointed to serve as members thereof. Each committee member, including the Chair, shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

TO

4.2 Committees of the Board.

To further assist the Board of Trustees in its general supervision of the Corporation's activities, the following additional committees of the Board are established:

Architectural Review Board
Audit Committee

The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include

not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, ~~plus such other persons (if any) as may be appointed to serve as members thereof.~~ Each committee member, including the Chair, shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

**RESOLUTION
AMENDING BY-LAWS
OF
CHAUTAUQUA INSTITUTION**

WHEREAS, the By-Laws of Chautauqua Institution were last revised and adopted August 26, 2018; and

WHEREAS, the said By-Laws, pursuant to section 6.1, “may be altered, amended or repealed...at any meeting of the Board of Trustees at which a quorum is in attendance by affirmative vote of two-thirds of the number of Trustees in office, provided that written notice of such proposed alteration...shall have been given to each Trustee...”; and

WHEREAS, the said By-Laws further establish various committees, including the Nominating & Governance Committee which, pursuant to section 4.1(C), “shall periodically review the By-Laws”; and

WHEREAS, the said Nominating & Governance Committee undertook a review of the By-Laws and the needs of Chautauqua Institution; and

WHEREAS, the said Nominating & Governance Committee further reviewed the time for holding the Annual Meeting of the Members of Chautauqua Institution, together with the calendars and schedules of various faiths and organizations with members on the grounds of Chautauqua Institution, in an effort to enfranchise as many Members as possible; and

WHEREAS, the said Nominating & Governance Committee through said review, has determined it is in the best interests of Chautauqua Institution to recommend to the Board of Trustees an amendment to the Chautauqua Institution By-Laws;

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 7.1 of the By-Laws is hereby amended to read in its entirety as follows:

7.1 Annual Meeting.

The annual meeting of the Members of the Corporation shall be held between the hours of 8:00 a.m. and 8:00 p.m. Eastern Time on the second Saturday of August in each year on the Chautauqua Institution grounds at Chautauqua, New York. The specific time of the annual meeting of the Members of the Corporation will be fixed by the Board of Trustees.

Specifics of Proposed Changes:

7.1 Annual Meeting

The annual meeting of the Members of the Corporation shall be held at 10:00 am on the second Saturday of August each year on the Chautauqua Institution grounds at Chautauqua, New York.

TO 7.1 Annual Meeting

The annual meeting of the Members of the Corporation shall be held ~~at 10:00 am~~ between the hours of 8:00 a.m. and 8:00 p.m. Eastern Time on the second Saturday of August in each year on the Chautauqua Institution grounds at Chautauqua, New York. The specific time of the annual meeting of the Members of the Corporation will be fixed by the Board of Trustees.