



**ANNUAL MEETING OF THE
CORPORATION OF CHAUTAUQUA INSTITUTION
AUGUST 10, 2024**

Draft Minutes

Subject to Approval at the 2025 Annual Meeting of the Corporation

The annual meeting of the Corporation was held Saturday, August 10, 2024, at Chautauqua Institution, Chautauqua, New York.

Candace Maxwell, Chair of the Board of Trustees, called the meeting to order. Ms. Maxwell reviewed the membership qualifications as outlined in the New York State Charter of Chautauqua Institution. Proof of publication of notice of the meeting was submitted and placed on file with the secretary. Ms. Maxwell recognized Dr. Helene Gayle, Ms. Nancy Kyler, Ms. Anita Lin, and Dr. William Neches for their dedication and commitment to Chautauqua and the work of the Board of Trustees with a collective 28 years of service and noting their terms expire as of October 1, 2024.

The minutes of the August 12, 2023, meeting were accepted as amended, Ms. Maxwell noting that the audit firm name "Buffamante Whipple Buttafaro" was amended to "BDO USA, LLP."

The meeting proceeded to the election of a Class B Trustee. Ms. Maxwell explained the election process in which individuals can be nominated or may self-nominate per the Institution By-Laws. Candidates must meet the legal requirements as stated in the By-Laws which require that they own property within Chautauqua Institution and have completed and met the Conflict-of-Interest and Related Party Transaction certifications.

Ms. Michelle Adelman, Mr. Gary Reeve, and Mr. Richard Rieser were nominated for election to a four-year term as a Class B Trustee. Ms. Maxwell reported the three candidates have met the legal requirements as stated in the Institution By-Laws and that the written statements of the candidates were shared with the members. She proceeded to instruct the members as to the written ballot process for the election per the requirements of the By-Laws, noting that the following individuals will serve as Inspectors of Election and have taken the oath to serve in that capacity: Mr. George Follansbee, Ms. Amy Gardner, Ms. Shannon Rozner, Esq., Mr. Amit Taneja, and Mr. Dana Lundberg, Esq. Ms. Maxwell further explained that each candidate was offered the opportunity to provide an observer to accompany the Inspectors during the ballot counting.

While the ballots were being counted, Ms. Angela Schuettler, Chief Financial Officer and Treasurer of the Corporation, presented the audited financial statements, certified by the firm of BDO USA, P.C., for the period ending December 31, 2023, and distributed excerpts from the consolidated financial statements to the members. A copy of said certified financial report was filed with the records of the Corporation and a copy entered with these minutes.

Trustee Chair Maxwell reported that upon canvas of the votes, the Inspectors of Election determined that the following number of votes were cast for the following candidates: Ms. Adelman, 193 votes; Mr. Reeve, 42 votes; and Mr. Rieser, 129 votes and as a result of such canvas, determined that Ms. Adelman had received a plurality of the votes cast, which were entitled to vote therein, as required by the By-Laws of Chautauqua Institution. **Ms. Maxwell declared Ms. Adelman a Class B Trustee of Chautauqua Institution for the four-year term commencing on October 1, 2024.**

There being no further business, the meeting was adjourned.

Respectfully submitted,

Shannon D. Rozner, Esq.

Corporate Secretary