

First Regular Session
Seventieth General Assembly
STATE OF COLORADO

INTRODUCED

LLS NO. 15-0888.01 Jerry Barry x4341

SENATE BILL 15-225

SENATE SPONSORSHIP

Holbert and Neville T., Guzman, Jahn

HOUSE SPONSORSHIP

Ryden and Saine, Nordberg, Primavera

Senate Committees

State, Veterans, & Military Affairs

House Committees

A BILL FOR AN ACT

101 CONCERNING THE GOVERNANCE STRUCTURE OF THE STATE
102 HISTORICAL SOCIETY, AND, IN CONNECTION THEREWITH,
103 CHANGING THE METHOD OF APPOINTMENT OF THE BOARD OF
104 DIRECTORS AND CREATING A DIRECTORS COUNCIL.

Bill Summary

(Note: This summary applies to this bill as introduced and does not reflect any amendments that may be subsequently adopted. If this bill passes third reading in the house of introduction, a bill summary that applies to the reengrossed version of this bill will be available at <http://www.leg.state.co.us/billsummaries>.)

Legislative Audit Committee. Currently, the Colorado historical society (historical society) is governed by a board of directors (board) elected by members of the historical society. Under the bill, the method

Shading denotes HOUSE amendment. Double underlining denotes SENATE amendment.
Capital letters indicate new material to be added to existing statute.
Dashes through the words indicate deletions from existing statute.

of selecting the board is changed to a board appointed by the governor. The governor appoints 5 members with the consent of the senate. Four additional members are selected by the board and submitted to the governor for approval and appointment with the consent of the senate. Members appointed to the board have the authority to act on behalf of the board prior to confirmation by the senate. Terms of members of the board are 3 years, but initial terms are staggered.

There is also established a directors council (council) to advise the board. Members of the council are elected by members of the historical society. The board establishes the number of members of the council and their terms.

1 *Be it enacted by the General Assembly of the State of Colorado:*

2 **SECTION 1. Legislative declaration.** (1) The general assembly
3 finds and declares that:

4 (a) The state historical society has been a Colorado nonprofit
5 corporation since its founding in 1879 and is presently a nonprofit
6 corporation under the "Colorado Revised Nonprofit Corporation Act",
7 articles 121 to 137 of title 7, C.R.S.

8 (b) The state historical society has also been an educational
9 institution of the state since 1915 and is a division of the department of
10 higher education, transferred by a **type 1** transfer to the department of
11 higher education. Changing the method of selecting the board from a
12 board elected by the historical society's members to a board appointed by
13 the governor and confirmed by the senate will better balance the historical
14 society's needs as a nonprofit corporation with those of a state entity and
15 strengthen and enhance its relationship with the department of higher
16 education and the executive and legislative branches.

17 (c) The creation of a directors council is intended to provide the
18 board with advice, counsel, and expertise from others who are committed
19 to the historical society's educational mission.

1 (d) The provisions of this act are not intended to alter the state
2 historical society's status as a Colorado nonprofit corporation; except that
3 the provisions of this act relating to the selection, terms, and size of the
4 board of directors govern over any inconsistent provision in the
5 "Colorado Revised Nonprofit Corporation Act", the state historical
6 society's amended and restated articles, or its bylaws.

7 **SECTION 2.** In Colorado Revised Statutes, **amend** 24-80-201 as
8 follows:

9 **24-80-201. Society an educational institution.** The state
10 historical society, an incorporated organization, is hereby declared to be
11 one of the educational institutions of the state of Colorado. THE STATE
12 HISTORICAL SOCIETY EXERCISES ITS POWERS, DUTIES, AND FUNCTIONS
13 UNDER THE DEPARTMENT OF HIGHER EDUCATION AS IF IT WERE
14 TRANSFERRED TO THE DEPARTMENT BY A **TYPE 1** TRANSFER UNDER THE
15 PROVISIONS OF THE "ADMINISTRATIVE ORGANIZATION ACT OF 1968",
16 ARTICLE 1 OF THIS TITLE.

17 **SECTION 3.** In Colorado Revised Statutes, **add** 24-80-201.5 and
18 24-80-201.7 as follows:

19 **24-80-201.5. State historical society - board - appointment -**
20 **powers and duties - repeal.** (1) EFFECTIVE JANUARY 1, 2016, THE
21 BOARD OF DIRECTORS OF THE STATE HISTORICAL SOCIETY, REFERRED TO
22 IN THIS PART 2 AS THE "BOARD" OR "BOARD OF DIRECTORS", CONSISTS OF
23 NINE MEMBERS APPOINTED PURSUANT TO SUBSECTION (2) OF THIS
24 SECTION.

25 (2) (a) (I) THE GOVERNOR SHALL APPOINT, WITH THE CONSENT OF
26 THE SENATE, FIVE MEMBERS OF THE BOARD. THE GOVERNOR SHALL MAKE
27 THE INITIAL APPOINTMENTS ON OR BEFORE OCTOBER 1, 2015, TO BE

1 EFFECTIVE JANUARY 1, 2016. IF THERE IS A VACANCY OF A MEMBER
2 APPOINTED PURSUANT TO THIS SUBPARAGRAPH (I), THE GOVERNOR SHALL
3 APPOINT A NEW MEMBER OF THE BOARD FOR THE REMAINDER OF THE
4 UNEXPIRED TERM.

5 (II) (A) THE FOUR REMAINING MEMBERS OF THE BOARD ARE
6 SELECTED BY THE BOARD FOR APPOINTMENT BY THE GOVERNOR WITH THE
7 CONSENT OF THE SENATE. THE BOARD SHALL SUBMIT THE NAME OR NAMES
8 OF PERSONS SELECTED TO BE MEMBERS OF THE BOARD TO THE GOVERNOR.
9 UPON APPOINTMENT BY THE GOVERNOR, THE NAME OF THE APPOINTEE IS
10 FORWARDED TO THE SENATE FOR CONFIRMATION. IF THE GOVERNOR DOES
11 NOT APPROVE OF A RECOMMENDATION FROM THE BOARD, THE GOVERNOR
12 SHALL NOTIFY THE BOARD OF HIS OR HER DECISION, AND THE BOARD
13 SHALL SUBMIT A NEW RECOMMENDATION. THE INITIAL APPOINTMENTS ARE
14 EFFECTIVE JANUARY 1, 2016.

15 (B) FOR THE INITIAL SELECTION OF BOARD MEMBERS, THE
16 MEMBERS OF THE BOARD OF DIRECTORS HOLDING ELECTIVE OFFICE AS OF
17 OCTOBER 1, 2015, SHALL SELECT FOUR PERSONS AND SUBMIT THEIR
18 NAMES TO THE GOVERNOR ON OR BEFORE NOVEMBER 1, 2015, PURSUANT
19 TO SUB-SUBPARAGRAPH (A) OF THIS SUBPARAGRAPH (II).

20 (C) IF THERE IS A VACANCY OR AT THE EXPIRATION OF THE TERM
21 OF A MEMBER APPOINTED PURSUANT TO THIS SUBPARAGRAPH (II), THE
22 BOARD OF DIRECTORS SHALL SUBMIT A NAME OR NAMES TO THE
23 GOVERNOR PURSUANT TO SUB-SUBPARAGRAPH (A) OF THIS
24 SUBPARAGRAPH (II) FOR APPOINTMENT, REAPPOINTMENT, OR TO FILL AN
25 UNEXPIRED TERM.

26 (b) EXCEPT AS OTHERWISE PROVIDED IN THIS PARAGRAPH (b),
27 MEMBERS OF THE BOARD SERVE THREE-YEAR TERMS. THE MEMBERS FIRST

1 APPOINTED TO THE BOARD TAKE OFFICE ON JANUARY 1, 2016. OF THE
2 APPOINTMENTS OF MEMBERS TO TAKE OFFICE ON JANUARY 1, 2016, THE
3 GOVERNOR SHALL DESIGNATE:

4 (I) THREE MEMBERS OF THE BOARD TO HAVE TERMS EXPIRING ON
5 JANUARY 1, 2017, INCLUDING ONE MEMBER WHO IS APPOINTED PURSUANT
6 TO SUBPARAGRAPH (II) OF PARAGRAPH (a) OF THIS SUBSECTION (2);

7 (II) THREE MEMBERS OF THE BOARD TO HAVE TERMS EXPIRING ON
8 JANUARY 1, 2018, INCLUDING ONE MEMBER WHO IS APPOINTED PURSUANT
9 TO SUBPARAGRAPH (II) OF PARAGRAPH (a) OF THIS SUBSECTION (2); AND

10 (III) THREE MEMBERS OF THE BOARD TO HAVE TERMS EXPIRING ON
11 JANUARY 1, 2019, INCLUDING TWO MEMBERS WHO ARE APPOINTED
12 PURSUANT TO SUBPARAGRAPH (II) OF PARAGRAPH (a) OF THIS SUBSECTION
13 (2). THEREAFTER, THE TERMS OF THE MEMBERS OF THE BOARD ARE THREE
14 YEARS.

15 (c) IN APPOINTING THE NINE MEMBERS OF THE BOARD, THE
16 GOVERNOR SHALL ENSURE THAT COLLECTIVELY THE MEMBERS POSSESS
17 THE REQUISITE SKILLS AND STATE FINANCIAL, LEGAL, AND REGULATORY
18 EXPERTISE REQUIRED TO OVERSEE THE STATE HISTORICAL SOCIETY AND
19 SHALL CONSIDER BOTH GEOGRAPHIC AND CULTURAL DIVERSITY OF THE
20 MEMBERS OF THE NINE MEMBERS. THE GOVERNOR SHALL APPOINT NO
21 MORE THAN FIVE MEMBERS FROM THE SAME POLITICAL PARTY.

22 (d) MEMBERS APPOINTED TO THE BOARD HAVE THE AUTHORITY TO
23 ACT ON BEHALF OF THE BOARD PRIOR TO OBTAINING CONFIRMATION BY
24 THE SENATE.

25 (3) THE BOARD APPOINTED PURSUANT TO THIS SECTION
26 CONSTITUTES THE GOVERNING AUTHORITY OF THE STATE HISTORICAL
27 SOCIETY AND SHALL EXERCISE ALL OF THE POWERS, DUTIES AND

1 FUNCTIONS OF THE BOARD AND THE HISTORICAL SOCIETY, INCLUDING
2 THOSE SET FORTH IN THIS PART 2 OR OTHERWISE PROVIDED BY LAW.

3 (4) POLICIES, PROCEDURES, BYLAWS, RESOLUTIONS, AND
4 AGREEMENTS APPROVED BY THE BOARD PRIOR TO JANUARY 1, 2016,
5 REMAIN IN FULL FORCE AND EFFECT UNLESS AND UNTIL CHANGED BY THE
6 BOARD TAKING OFFICE JANUARY 1, 2016.

7 (5) (a) THE TERMS OF OFFICE OF THE ELECTED MEMBERS OF THE
8 BOARD HOLDING OFFICE PRIOR TO JANUARY 1, 2016, TERMINATE ON
9 DECEMBER 31, 2015.

10 (b) THIS SUBSECTION (5) IS REPEALED, EFFECTIVE JULY 1, 2016.

11 **24-80-201.7. Directors council - creation - election - duties.**

12 (1) THERE IS CREATED THE DIRECTORS COUNCIL OF THE STATE
13 HISTORICAL SOCIETY, REFERRED TO IN THIS PART 2 AS THE "DIRECTORS
14 COUNCIL". THE DIRECTORS COUNCIL SHALL PROVIDE ADVICE, COUNSEL,
15 AND EXPERTISE TO THE BOARD OF DIRECTORS CONCERNING THE STATE
16 HISTORICAL SOCIETY'S OPERATIONS AND ACCOMPLISHING ITS MISSION AND
17 OBJECTIVES. MEMBERS OF THE DIRECTORS COUNCIL ARE ELECTED BY THE
18 MEMBERS OF THE STATE HISTORICAL SOCIETY PURSUANT TO NOMINATION
19 PROCEDURES ADOPTED BY THE BOARD.

20 (2) THE BOARD SHALL ADOPT BYLAWS FOR THE DIRECTORS
21 COUNCIL. THE BYLAWS MUST INCLUDE:

22 (a) THE NUMBER OF MEMBERS OF THE DIRECTORS COUNCIL;

23 (b) THE TERMS OF OFFICE FOR MEMBERS OF THE DIRECTORS
24 COUNCIL; AND

25 (c) PROCEDURES WHEN THERE IS A VACANCY ON THE DIRECTORS
26 COUNCIL.

27 **SECTION 4. Act subject to petition - effective date.** This act

1 takes effect at 12:01 a.m. on the day following the expiration of the
2 ninety-day period after final adjournment of the general assembly (August
3 5, 2015, if adjournment sine die is on May 6, 2015); except that, if a
4 referendum petition is filed pursuant to section 1 (3) of article V of the
5 state constitution against this act or an item, section, or part of this act
6 within such period, then the act, item, section, or part will not take effect
7 unless approved by the people at the general election to be held in
8 November 2016 and, in such case, will take effect on the date of the
9 official declaration of the vote thereon by the governor.