

## CHAPTER 159

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**EDUCATION - POSTSECONDARY**

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## SENATE BILL 15-225

BY SENATOR(S) Holbert and Neville T., Guzman, Jahn, Lambert, Roberts;  
also REPRESENTATIVE(S) Ryden and Saine, Nordberg, Primavera, Esgar, Garnett, Hamner, Mitsch Bush, Vigil, Winter, Young.

**AN ACT**

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

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

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

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

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

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

(d) The provisions of this act are not intended to alter the state historical society's status as a Colorado nonprofit corporation; except that the provisions of this act relating to the selection, terms, and size of the board of directors govern over any

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*Capital letters indicate new material added to existing statutes; dashes through words indicate deletions from existing statutes and such material not part of act.*

inconsistent provision in the "Colorado Revised Nonprofit Corporation Act", the state historical society's amended and restated articles, or its bylaws.

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

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

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

**24-80-201.5. State historical society - board - appointment - powers and duties - repeal.** (1) EFFECTIVE JULY 1, 2015, THE BOARD OF DIRECTORS OF THE STATE HISTORICAL SOCIETY, REFERRED TO IN THIS PART 2 AS THE "BOARD" OR "BOARD OF DIRECTORS", CONSISTS OF NINE MEMBERS APPOINTED PURSUANT TO SUBSECTION (2) OF THIS SECTION.

(2) (a) (I) THE GOVERNOR SHALL APPOINT, WITH THE CONSENT OF THE SENATE, FIVE MEMBERS OF THE BOARD. THE GOVERNOR SHALL MAKE THE INITIAL APPOINTMENTS ON OR BEFORE JUNE 1, 2015, TO BE EFFECTIVE JULY 1, 2015. IF THERE IS A VACANCY OF A MEMBER APPOINTED PURSUANT TO THIS SUBPARAGRAPH (I), THE GOVERNOR SHALL APPOINT A NEW MEMBER OF THE BOARD FOR THE REMAINDER OF THE UNEXPIRED TERM.

(II) (A) THE FOUR REMAINING MEMBERS OF THE BOARD ARE SELECTED BY THE BOARD FOR APPOINTMENT BY THE GOVERNOR WITH THE CONSENT OF THE SENATE. THE BOARD SHALL SUBMIT THE NAME OR NAMES OF PERSONS SELECTED TO BE MEMBERS OF THE BOARD TO THE GOVERNOR. UPON APPOINTMENT BY THE GOVERNOR, THE NAME OF THE APPOINTEE IS FORWARDED TO THE SENATE FOR CONFIRMATION. IF THE GOVERNOR DOES NOT APPROVE OF A RECOMMENDATION FROM THE BOARD, THE GOVERNOR SHALL NOTIFY THE BOARD OF HIS OR HER DECISION, AND THE BOARD SHALL SUBMIT A NEW RECOMMENDATION. THE INITIAL APPOINTMENTS ARE EFFECTIVE JULY 1, 2015.

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

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

(b) EXCEPT AS OTHERWISE PROVIDED IN THIS PARAGRAPH (b), MEMBERS OF THE

BOARD SERVE THREE-YEAR TERMS. THE MEMBERS FIRST APPOINTED TO THE BOARD TAKE OFFICE ON JULY 1, 2015. OF THE APPOINTMENTS OF MEMBERS TO TAKE OFFICE ON JULY 1, 2015, THE GOVERNOR SHALL DESIGNATE:

(I) THREE MEMBERS OF THE BOARD TO HAVE TERMS EXPIRING ON JULY 1, 2016, INCLUDING ONE MEMBER WHO IS APPOINTED PURSUANT TO SUBPARAGRAPH (II) OF PARAGRAPH (a) OF THIS SUBSECTION (2);

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

(III) THREE MEMBERS OF THE BOARD TO HAVE TERMS EXPIRING ON JULY 1, 2018, INCLUDING TWO MEMBERS WHO ARE APPOINTED PURSUANT TO SUBPARAGRAPH (II) OF PARAGRAPH (a) OF THIS SUBSECTION (2). THEREAFTER, THE TERMS OF THE MEMBERS OF THE BOARD ARE THREE YEARS.

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

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

(3) THE BOARD APPOINTED PURSUANT TO THIS SECTION CONSTITUTES THE GOVERNING AUTHORITY OF THE STATE HISTORICAL SOCIETY AND SHALL EXERCISE ALL OF THE POWERS, DUTIES AND FUNCTIONS OF THE BOARD AND THE HISTORICAL SOCIETY, INCLUDING THOSE SET FORTH IN THIS PART 2 OR OTHERWISE PROVIDED BY LAW.

(4) POLICIES, PROCEDURES, BYLAWS, RESOLUTIONS, AND AGREEMENTS APPROVED BY THE BOARD PRIOR TO JULY 1, 2015, REMAIN IN FULL FORCE AND EFFECT UNLESS AND UNTIL CHANGED BY THE BOARD TAKING OFFICE JULY 1, 2015.

(5)(a) THE TERMS OF OFFICE OF THE ELECTED MEMBERS OF THE BOARD HOLDING OFFICE PRIOR TO JULY 1, 2015, TERMINATE ON JUNE 30, 2015.

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

**24-80-201.7. Directors council - creation - election - duties.** (1) THERE IS CREATED THE DIRECTORS COUNCIL OF THE STATE HISTORICAL SOCIETY, REFERRED TO IN THIS PART 2 AS THE "DIRECTORS COUNCIL". THE DIRECTORS COUNCIL SHALL PROVIDE ADVICE, COUNSEL, AND EXPERTISE TO THE BOARD OF DIRECTORS CONCERNING THE STATE HISTORICAL SOCIETY'S OPERATIONS AND ACCOMPLISHING ITS MISSION AND OBJECTIVES. MEMBERS OF THE DIRECTORS COUNCIL ARE ELECTED BY THE MEMBERS OF THE STATE HISTORICAL SOCIETY PURSUANT TO NOMINATION PROCEDURES ADOPTED BY THE BOARD.

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

- (a) THE NUMBER OF MEMBERS OF THE DIRECTORS COUNCIL;
- (b) THE TERMS OF OFFICE FOR MEMBERS OF THE DIRECTORS COUNCIL; AND
- (c) PROCEDURES WHEN THERE IS A VACANCY ON THE DIRECTORS COUNCIL.

**SECTION 4. Safety clause.** The general assembly hereby finds, determines, and declares that this act is necessary for the immediate preservation of the public peace, health, and safety.

Approved: May 5, 2015