

**TIBETAN CULTURAL INSTITUTE OF ARKANSAS
SPECIAL MEETING OF THE BOARD OF DIRECTORS
July 5, 2011**

Board Members Present:

James Ownbey, President
Sidney Burris, Vice President
Ellen Thompson, Treasurer
Jasmine Merced, Secretary
Geshe Thupten Dorjee, Member at Large
Karen Chotkowski, Member at Large
Bill Symes, Member at Large

Committee Chairs Present:

Georgia Lance, Land

Committee Chairs Absent:

Cheryl Maese, Membership
Kate MacNaughton Lonberger,
Fundraising
Students for a Free Tibet Liaison

Guests Present:

Path Hennon
Jay Barrow
Anna Butler
Susan Frouilhet
Riqua Serebreni
Ken MacNaughton
Kim Krahl
Michael Cochram
Susan Shore
Pete Peterson
Arden Kate
Stephen Marquardt
Anne Wenzel
Dennis Harigiss
Marcia Donley

6:33 pm Meeting called to order.

Opening Statements: At the opening of the meeting, Geshela and James made opening comments. Geshela noted that the generous \$27k donation is not expected to complete the project, that the donor designated the labor rate, and offered a reminder to all parties present that all parties involved have TCIA's best interests at heart. James recapped recent fiscal actions performed and requested which ran counter to our current ByLaws that have been put into place in order to protect the Institute and stressed the Board's need for information so that all actions that the Board is requested to approve adheres to our ByLaws as well as federal regulations for nonprofit organizations. The two key sections of the ByLaws are 1) any action taken with out a meeting requires unanimous consent, and 2) any member who votes for unlawful distribution makes those who voted for them personally liable. Ellen suggested that the "action" be defined.

Current status and progress review. There are currently no outstanding checks, and the capital fund has approximately \$20k. The land is currently being cleared, and approximately 2/3 of the land total will be cleared. The completion cost of the project is approximately \$75-85k, which includes the meditation hall, kitchens, cabins, and architectural plans.

Establishment of budgeting and priorities. There currently is no budget to provide to the Board. Jay Barrow noted that a tentative budget will be provided to the Board on

Monday, July 11, 2011. Geshela noted satisfaction with the current set of priorities.

Review and approval of current labor rates. Labor rates were defined by the donor. All appropriate federal tax forms for contractors have been completed, and Ellen has them on file. There are currently three contractors, two earn \$20/hour, one earns \$10/hour, and TCIA is paying for food. James moved to approve labor rates and to continue providing food. Bill seconded. Motion passed.

Approval – previous payments. James moved that all payments up to and including 6/28/2011 are retroactively approved by Board. Checks already written total \$5928.52. Bill seconded. Motion passed.

Approval – outstanding labor request. James moved to approve the pending \$2,270 contractor payment for labor. Jasmine seconded. Motion carried.

Liability insurance. There is a \$1,100/year estimate from Mark McNair insurance broker on insurance to cover against liability on the property. Quarterly payments are available. James moved to approve up to \$1,200/year out of the general operating fund to pay for liability insurance. Georgia and Karen are asked to work together to make this happen in a timely manner as possible. Bill seconded. Motion carried.

Improving communication and cooperation. Jay has offered to come to Fayetteville weekly to meet with Board members regarding the status of the project. He plans to attend Monday's Board meeting.

Review and estimate of future ongoing maintenance costs. We estimate that there will be approximately \$300/month for ongoing costs that the meditation center will incur. This includes approximately \$100/month for liability insurance (to be replaced or supplemented by homeowner's insurance once the building is completed; Georgia suggested it will not exceed \$400-500/year), and ~\$50/month electricity. Water is currently being researched; rural water is available and a booster pump will be needed. Jay noted that they are installing foam insulation, which should help keep heating and cooling costs lower.

General progress, problems, needs, etc. Due to terrain requirements, the backhoe will be needed longer than originally anticipated. The additional rental will result in a total rental fee of approximately \$4200. Because the backhoe rental company does not accept checks, Ken MacNaughton generously volunteered to use his personal credit card for the charges, with TCIA to reimburse him. Ellen moved to reimburse Ken immediately upon receipt of his credit card bill for the rental of the backhoe. The Board amended the motion to authorize payment up to \$5,000. Jasmine seconded amended motion. Motion carried.

Because the Board's next regularly scheduled meeting is Monday, July 11, the final two items will be tabled until then:

- Establishment of policy for payment of future labor costs
- Establishment of Financial Controls

Meeting adjourned 8:15p.