

ACCION INTERNATIONAL

Minutes  
of  
Postponed Annual Meeting of Directors

The Postponed Annual Meeting of the Board of Directors of ACCION INTERNATIONAL was held at No. 140 Broadway, in the Borough of Manhattan, County, City and State of New York, on the 22nd day of September, 1969, at 12:30 o'clock in the afternoon.

There were present:

Messrs. Paulo Ayres Filho  
Alphonse de Rosso  
John Duncan  
Berent Friele  
Crocker Nevin  
Rodman Rockefeller  
Albert Sims

being a quorum.

Messrs. Terry Holcombe, Executive Director of the Corporation; Bruce Tippet, Executive Director for Latin American Operations; and, J. Curtis Herge, of Mudge Rose Guthrie & Alexander, were present by invitation.

Mr. Nevin, Vice Chairman of the Board of the Corporation, presided at the meeting and called it to order. Mr. J. Curtis Herge, Assistant Secretary of the Corporation, was

designated to serve as Secretary of the Meeting.

The Chairman presented to the meeting a copy of the Notice of Meeting of the Board of Directors and an original Affidavit of Service, which certified that notice of said meeting had been mailed to the last recorded address of each Director in accordance with the By-laws. The Affidavit of Service was approved and ordered filed in the Minute Book of the Corporation.

The Chairman then presented the Minutes of the Special Meeting of the Board of Directors, held on February 11, 1969, which had been circulated among the Directors. The Minutes were approved and ordered filed in the Minute Book.

The Chairman observed that the next item on the agenda was to consider, and take action upon, a proposal that there be created an Inter-American Advisory Committee. The Chairman reported that the suggested function of the proposed committee would be to advise the Board of Directors of methods by which the Corporation might most effectively allocate and utilize its resources in carrying out its programs within Latin America. He suggested that the membership of the committee might consist of representatives of ACCION en VENEZUELA, ACAO COMUNITARIA do BRASIL and ACCION del PERU, as well as other prominent individuals having an interest in the Corporation and the solution of the problems in Latin America. The Chairman also suggested

that consideration be given to a proposal that the number of members on the Board of Directors of the Corporation be reduced coincident with the creation of the proposed committee. He pointed out that a selective reduction in the size of the Board of Directors would alleviate the administrative problem of gathering quorums for the purpose of holding meetings.

Discussion ensued about the function of the proposed committee; the integration of the proposed committee within the administrative structure of the Corporation and its plans for the future; and, the problem of gathering quorums and the possible reduction in the number constituting a quorum. It was concluded that the proposal would be tabled for possible further consideration at a subsequent meeting; that consideration be given to expanding the number of members on the Board of Directors; and, that the Executive Committee be utilized to greater degree in supervising the administration of the Corporation between periodic meetings of the Board of Directors.

The Chairman stated that the next order of business was the election of Directors of the Corporation for the ensuing corporate year. He explained that Article II of the By-laws of the Corporation, as amended by the Board of Directors on June 23, 1965, provides that each Director shall hold office until the annual meeting of the Corporation next following his election and until his successor shall have been elected and shall qualify, or until his death, resignation or removal.

The Chairman further explained that Article III of the By-laws of the Corporation provides that every meeting of the persons who are both the Members and Directors of the Corporation shall be deemed to be a meeting of the Corporation and of the Board of Directors. Therefore, it was appropriate for the persons present to elect the Directors for the ensuing corporate year.

Upon a call for nominations, the following were duly nominated as Directors to serve until the next annual meeting and until their successors shall have been elected and shall have qualified:

Paulo Ayres Filho	Donald M. Kendall
Edmundo Barbosa da Silva	William S. Lindsay
Felipe Thorndike Beltran	Forrest D. Murden, Jr.
Alphonse de Rosso	Hans Neumann
John C. Duncan	Crocker Nevin
Carlos Ferrero T.	Rodman C. Rockefeller
Berent Friele	Milton C. Rose
Henry R. Geyelin	Albert G. Sims

No other nominations having been made, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the following individuals be, and they hereby are, elected Directors of the Corporation to serve until the next annual meeting and until their successors shall have been elected and shall have qualified:

Paulo Ayres Filho	Donald M. Kendall
Edmundo Barbosa da Silva	William S. Lindsay
Felipe Thorndike Beltran	Forrest D. Murden, Jr.
Alphonse de Rosso	Hans Neumann
John C. Duncan	Crocker Nevin
Carlos Ferrero T.	Rodman C. Rockefeller
Berent Friele	Milton C. Rose
Henry R. Geyelin	Albert G. Sims

The Chairman observed that there were four vacancies on the Board of Directors, which would probably be filled at a subsequent meeting.

The Chairman stated that the next item on the agenda was the election of officers of the Corporation for the ensuing corporate year and until the election and qualification of their successors. Upon motion duly made and seconded, the following persons were unanimously elected to fill the offices set opposite their respective names until their successors are elected and have qualified:

Chairman of the Board	Donald M. Kendall
President	Crocker Nevin
Vice President	John C. Duncan
Secretary	Milton C. Rose
Assistant Secretary	J. Curtis Herge

The Chairman observed that the office of Treasurer was vacant and that it would be filled at a subsequent meeting.

The Chairman announced that the next item on the agenda was the appointment of an Executive Committee, pursuant to Article XIII of the By-laws of the Corporation. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that Messrs. deRosso, Duncan, Friele, Nevin, Rockefeller and Rose, with Mr. Nevin as Chairman, be, and they hereby are, appointed to the Executive Committee to serve until the next Annual Meeting or until the election and qualification of their respective successors.

At the request of the Chairman, the Executive Director circulated a list containing the names of several potential nominees for election to the Board of Directors. Following a review of the names and a discussion, at which time certain additional individuals were proposed for consideration, the Executive Director was directed to get in touch with selected individuals for the purpose of determining whether they would accept nominations for election to the Board.

The Chairman next presented to the meeting a copy of the financial statement of the Corporation for the year ended December 31, 1967, as prepared by the auditors of the Corporation, Messrs. Price Waterhouse & Co. After discussion, the foregoing financial statement was approved as and for the financial report of the Corporation for the calendar year 1967.

The Chairman, thereupon, presented to the meeting a report of the Corporation's activities, as required by Section 46 of the New York Membership Corporations Law. This report had been approved and signed by the President and the Secretary of the Corporation. The Chairman explained that, pursuant to the provisions of said Section 46, a copy of the report would be filed with the records of the Corporation and that a conformed copy thereof would be filed with the minutes of the meeting.

The Chairman stated that the next order of business was a report by Dr. Paulo Ayres Filho on the programs and activities of ACAO COMUNITARIA do BRASIL/SAO PAULO. Dr. Ayres stated that, in Sao Paulo, the problem of poverty is not readily apparent to the casual observer. He reported that, as an example, the physical exteriors of the slums do not appear to be in bad condition, thus rendering it difficult to marshal public opinion and resources to combat the problem of poverty. He stated that they are attempting to overcome this difficulty by strengthening the local administrative organizations through the recruitment of young, energetic managers and by sponsoring monthly orientation and fund-raising luncheon conferences for representatives of local industries and the manufacturing association. Mr. Tippet added that the job training and placement programs of ACAO COMUNITARIA do BRASIL/SAO PAULO were being favorably received and supported by the local industrialists.

At the request of the Chairman, Mr. Tippet reported on the fund-raising program for 1970. He explained that, because corporations generally formulate their annual budgets in the months of October and November, it had been suggested that a series of luncheons be held during the next six weeks for the purpose of describing the history and programs of the Corporation to representatives of potential corporate donors.

He reported that eight to ten corporate executives and representatives of the Board of Directors would be invited to each luncheon. Mr. Tippett's suggestion was approved and he was instructed to coordinate the programing of the luncheons.

In reply to inquiries, Mr. Holcombe reported that, with one exception, there are no longer any volunteers on the Corporation's staff; and, that the proposal regarding the establishment of a community development program in the United States would be the subject of further discussion at the next meeting of the Board of Directors.

At the request of the Chairman, the next item of business was discussed in executive session and Mr. Holcombe and Mr. Tippett were excused. The minutes of the executive session were recorded on a separate page and inserted in the Minute Book.

The Chairman stated that the last business to come before the meeting was to set the date for the next meeting of the Board of Directors. After discussion, it was decided tentatively that that meeting should be held on December 10, 1969.

No other business coming before the meeting, it was, upon motion duly made and seconded, adjourned.

**J. CURTIS HERGE**  
Assistant Secretary