

ACCION INTERNATIONAL

Minutes  
of  
Postponed Annual Meeting of Directors

The Postponed Annual Meeting of the Board of Directors of ACCION INTERNATIONAL, a Corporation duly organized and existing under, and by virtue of, the Membership Corporations Law of the State of New York, was held at No. 200 Park Avenue, in the Borough of Manhattan, County, City and State of New York, on the 14th day of May, 1970, at 12:30 o'clock in the afternoon.

There were present:

Messrs. Alphonse de Rosso  
John C. Duncan  
Berent Friele  
Henry R. Geyelin  
Forrest D. Murden, Jr.  
Crocker Nevin  
Milton C. Rose

being a quorum. Messrs. Howard Bird, Jr., President of Mobil Latin America, Inc., J. Curtis Herge, Assistant Secretary of the Corporation, Terry Holcombe, Executive Director of the Corporation, and Bruce Tippet, Director for Latin American Operations of the Corporation, were present by invitation.

Mr. Nevin, President of the Corporation, presided at the meeting and called it to order. Mr. 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 Postponed Annual Meeting of the Board of Directors, held on September 22, 1969, which had been circulated among the Directors. The Minutes were approved and ordered filed in the Minute Book.

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	Forrest D. Murden, Jr.
Howard Bird, Jr.	Hans Neumann
Alphonse de Rosso	Crocker Nevin
John C. Duncan	William Pardoe
Carlos Luis Ferrero T.	Rodman C. Rockefeller
Berent Friele	Milton C. Rose
Henry R. Geyelin	Albert G. Sims
Felipe A. Thorndike	

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	Forrest D. Murden, Jr.
Howard Bird, Jr.	Hans Neumann
Alphonse de Rosso	Crocker Nevin
John C. Duncan	William Pardoe
Carlos Luis Ferrero T.	Rodman C. Rockefeller
Berent Friele	Milton C. Rose
Henry R. Geyelin	Albert G. Sims
Felipe A. Thorndike	

The Chairman observed that there were three 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:

President	Crocker Nevin
Vice President	John C. Duncan
Secretary	Milton C. Rose

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

The Chairman next presented to the meeting a copy of the financial statement of the Corporation for the year ended December 31, 1969, as prepared by the auditors of the Corporation, Messrs. Price Waterhouse & Co. As a supplement thereto, the Executive Director distributed a financial statement for the period from January 1, 1970 through April 30, 1970. After discussion, the statement prepared by Messrs. Price Waterhouse & Co. was approved and adopted as the financial statement of the Corporation for 1969. In that connection, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that payments to ACCION COMUNITARIA del PERU of \$1,000 in August, 1969, \$3,000 in September, 1969 and \$12,000 in April, 1970, be, and they hereby are, determined to be grants to ACCION COMUNITARIA del PERU; and be it

RESOLVED FURTHER, that payments to ACAO COMUNITARIA do BRASIL/SAO PAULO of \$1,500 in April, 1969 and \$3,450 during the period from November, 1969 through April, 1970, be, and they hereby are, determined to be grants to ACAO COMUNITARIA do BRASIL/SAO PAULO; and be it

RESOLVED FURTHER, that payment to ACAA COMUNITARIA do BRASIL/GUANABARA of \$1,000 in April, 1969, be and it hereby is, determined to be a grant to ACAA COMUNITARIA do BRASIL/GUANABARA; and be it

RESOLVED FURTHER, that payment to ACCION en Venezuela of \$5,206.81 in January, 1970, be, and it hereby is, determined to be a grant to ACCION en Venezuela, and be it

RESOLVED FURTHER, that, effective January 1, 1970, the financial records of the Corporation be, and they hereby are, maintained on an accrual, rather than on a cash, basis.

At the request of the Chairman, Mr. Holcombe and Mr. Tippett reported on the fund-raising program of the Corporation. It was explained that appeals had been presented to all the potential corporate donors, but that difficulties continued to be encountered in coordinating appeals made to domestic corporations with divisions or subsidiaries in Latin America. It was also explained that several foundations had made substantial grant commitments, but were withholding payment pending clarification of certain relevant provisions of the Tax Reform Act of 1969 regarding private foundations.

The Chairman observed that the next item on the agenda was a report on the programs and activities of ACCION COMUNITARIA del PERU. Mr. Tippett reported that that organization had been successful in integrating its activities into the structure of the community of Lima and was involving approximately 200,000 people in its barrio improvement, local government, small industry and educational programs. He reported that, through April 15, 1970, ACCION COMUNITARIA del PERU had raised approximately one-half of its total budget

for 1970. Mr. Holcombe reported, in that connection, that Mr. Thorndike, the President of ACCION COMUNITARIA del PERU, had requested that the Corporation commit itself to reimburse ACCION COMUNITARIA del PERU for sums it expends, up to a maximum of \$20,000, to defray the expenses associated with the administration and operation of its programs in 1970. The Corporation would be called upon to fulfill its commitment only if ACCION COMUNITARIA del PERU is unable to raise from local sources the funds necessary to meet its 1970 budget and the Board of Directors of the Corporation is satisfied that the financial status of ACCION COMUNITARIA del PERU would otherwise be such as to jeopardize the proper administration of its programs in the future. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation be, and it hereby is, committed to reimburse ACCION COMUNITARIA del PERU, for sums it expends prior to December 31, 1970 up to a maximum of \$20,000, in connection with the administration and operation of its program in 1970, and only upon the contingencies that ACCION COMUNITARIA del PERU is unable to meet its 1970 budget through local financial assistance and that its future programs would be jeopardized in the absence of such reimbursement.

It was concluded that, while the probability of ACCION COMUNITARIA del PERU calling upon the Corporation to fulfill its commitment was slight, the action taken in making the commitment should not be considered to establish a precedent and such commitments should, if possible, be avoided in the future.

The Chairman thereupon called upon Mr. Holcombe to report on the programs and activities of ACAO COMUNITARIA do BRASIL/SAO PAULO. Mr. Holcombe reported that, under the guidance of a reorganized Board of Directors and with the assistance of a full time advisor from the Corporation, ACAO COMUNITARIA do BRASIL/SAO PAULO had embarked upon an aggressive and successful fund-raising campaign. Primarily through the assistance of the United States business community, it had been able to repay a substantial portion of its indebtedness and had embarked on a promising program for 1970.

In response to Mr. Friele's request, Mr. Holcombe reported that, through the efforts of Mr. Edmundo Barbosa da Silva, ACAO COMUNITARIA do BRASIL/GUANABARA had instituted several pilot demonstration projects, a manpower training program and a national housing bank assistance program; and, had increased its budget from \$150,000, in 1969, to \$200,000, in 1970.

The next business to come before the meeting was to consider, and take action upon, a proposal to establish a program in Colombia. Mr. Holcombe reported that, pursuant to the authority granted by the Executive Committee at its meeting held December 17, 1969, a feasibility study had been prepared and was available for consideration. After discussion and at the recommendation of the Chairman, the following resolution was duly made, seconded and unanimously adopted:

RESOLVED, that Mr. Howard Bird, Jr. and Mr. Alphonse de Rosso be, and they hereby are, constituted a committee of the Board of Directors of the Corporation assigned to consider the proposal that the Corporation establish a program in Colombia and to make their recommendations made known to the Board of Directors.

The Chairman stated that the next item on the agenda was a report on the program approved by the Executive Committee that the Corporation offer consulting services to private and public community action organizations, such services to be rendered under contracts entered into with the respective organizations. Mr. Holcombe reported that the program enabled the Corporation to introduce its proven methods and philosophy in many areas without expending its own resources. He reported that a number of contracts had been entered into to date calling for the development of a vocational training center; the development of a headstart type project in Caracas; the evaluation of the programs of ACCION en Venezuela; and, the establishment of a community action program in Curacao. Proposed contracts and proposals under consideration call for similar and related services to be rendered in conjunction with the United Fruit Company, the USAID, the Government of the Republic of Costa Rica, the National Institute for Mental Health, the Inter-American Social Development Institute and the Peace Corps.

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.

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

J. CURTIS HERGE  

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Assistant Secretary