

ACCION INTERNATIONAL

Minutes

of

Special Meeting of Board of Directors

A Special Meeting of the Board of Directors of ACCION INTERNATIONAL was held at No. 151 East 50th Street, in the Borough of Manhattan, County, City and State of New York, on the 11th day of February, 1969, at 5:30 o'clock in the afternoon.

There were present:

Messrs. John C. Duncan
Berent Friele
Donald M. Kendall
Forrest D. Murden, Jr.
Crocker Nevin
Rodman C. Rockefeller

being a quorum.

Messrs. Joseph H. Blatchford, Executive Director of the Corporation; J. Curtis Herge, Assistant Secretary of the Corporation; Terry Holcombe, Associate Director of the Corporation; and, William Inglis, Assistant Treasurer of the Corporation, were present by invitation.

Mr. Kendall, 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 Assistant Secretary 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 the meeting had been mailed to the last recorded address of each Director in accordance with the By-laws. The Assistant Secretary explained that the location of the meeting was changed from No. 500 Park Avenue, New York, New York, as originally noticed, to No. 151 East 50th Street, New York, New York, pursuant to an oral notification given to each Director by the Associate Director of the Corporation. 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 December 10, 1968, which had been circulated among the Directors. The Minutes were approved as presented and ordered filed in the Minute Book.

The Chairman stated that the next order of business to come before the meeting was a report by Mr. Holcombe on the fund-raising program of the Corporation in 1968. Mr. Holcombe reported that a total of \$215,679 had been contributed in 1968, 54% of which emanated from business enterprises, 41% from charitable foundations, 4.6% from individuals and .4% from miscellaneous sources. The Chairman complimented Mr. Holcombe, on behalf of the Board of Directors, for his achievement in raising funds in 1968.

The Chairman stated that the next order of business was to consider, and take action upon, a proposal to ratify the action taken in making certain payments to ACAO COMUNITARIA do BRASIL/SAO PAULO, ACAO COMUNITARIA do BRASIL/GUANABARA and ACCION del PERU. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that payments to ACAO COMUNITARIA do BRASIL/SAO PAULO of \$2,000 on August 19, 1968, \$2,000 on December 5, 1968 and \$3,000 on December 19, 1968, for general operating expenses, be and they hereby are, determined to be a grant to ACAO COMUNITARIA do BRASIL/SAO PAULO; and be it

RESOLVED FURTHER, that payment to ACAO COMUNITARIA do BRASIL/GUANABARA of \$4,460 on January 30, 1969, for general operating expenses, be, and it hereby is, determined to be a grant to ACAO COMUNITARIA do BRASIL/GUANABARA; and be it

RESOLVED FURTHER, that payments to ACCION del PERU of \$1,500 on July 1, 1968, \$1,000 on October 8, 1968 and \$2,000 on November 13, 1968, for general operating expenses, be, and they hereby are, determined to be a grant to ACCION del PERU.

The Chairman stated that, pursuant to the action taken at the Special Meeting of the Board of Directors held December 10, 1968, it was in order to consider, and take action upon, the revised budget for 1969. Mr. Holcombe submitted the following proposed budget, explaining that it had been revised to provide for an increase in the Corporation's reserves to approximately \$50,000.

PROPOSED BUDGET
1969

<u>I. ACCION INTERNATIONAL</u>		
Salaries and Related Expenses	\$ 43,180.16	
Rent and Overhead	20,350.00	
Advertising and Promotion	2,300.00	
Domestic Travel	2,000.00	
International Travel	<u>4,500.00</u>	
		\$ 72,300.16
 <u>II. ACCION en VENEZUELA</u>		
Salaries and Related Expenses	18,000.00	
International Travel	<u>2,500.00</u>	
		20,500.00
 <u>III. ACAO COMUNITARIA do BRASIL/GUANABARA</u>		
Salaries and Related Expenses	14,640.00	
International Travel	1,000.00	
Grant for training course	<u>1,000.00</u>	
		16,640.00
 <u>IV. ACAO COMUNITARIA do BRASIL/SAO PAULO</u>		
Salaries and Related Expenses	14,071.00	
International Travel	<u>3,000.00</u>	
		17,071.00
 <u>V. ACCION del PERU</u>		
Salaries and Related Expenses	20,193.00	
International Travel	2,000.00	
Optional Grants	<u>20,000.00</u>	
		42,193.00
 <u>VI. TRAINING CENTER</u>		
Salaries and Related Expenses	4,132.00	
International Travel	<u>3,500.00</u>	
		7,632.00

VII. PROJECT DEVELOPMENT

Salaries and Related Expenses	<u>\$ 23,000.00</u>	<u>\$ 23,000.00</u>
PROJECTED ALLOCATED EXPENSES FOR 1969		\$199,366.16
CONTINGENCIES (4%)		8,000.00
SALARY INCREASES (5%)		<u>9,800.00</u>
TOTAL		<u>\$217,166.16</u>

After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the budget for 1969, as presented to this meeting, be, and the same hereby is, approved.

Pursuant to Mr. Rockefeller's request, it was agreed that a consolidated statement of the income and expenses of the Corporation, ACCION en VENEZUELA, ACCION del PERU, ACAO COMUNITARIA do BRASIL/SAO PAULO and ACAO COMUNITARIA do BRASIL/GUANABARA would be circulated among the Directors.

Following a review of the assets of the Corporation, Mr. Rockefeller inquired whether, as a matter of policy, the Corporation should retain the various securities contributed to it, or whether such securities should be sold and the proceeds reinvested in interest bearing obligations, such as United States Treasury bills or notes. After discussion, the Treasurer and the Assistant Treasurer were directed to analyze each security held by the Corporation and to review the entire investment portfolio, from time to time, for the purpose of formulating and presenting recommendations to the Executive

Committee regarding the possible sale of any of the securities owned by the Corporation.

The next item on the agenda was the receipt of the report of the Salary Committee, which report was summarized on behalf of the Committee by Mr. Holcombe. Mr. Holcombe reported that the Salary Committee recommended a revision of the salary structure through the introduction of a system of base salaries supplemented with cost of living and other allowances, including a dependent allowance of \$25.00 per month per child. It was explained that, if the proposed revision were accepted and implemented, no employee would receive less than his base salary, a result which might otherwise be obtained by reason of the application in certain cases of a cost of living index factor of less than 100. A copy of the report of the Salary Committee was ordered filed with the Minutes of the meeting. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the recommendations of the Salary Committee of the Board of Directors, as contained in its Report dated January 23, 1969, as presented to this meeting, providing for the payment of base salaries supplemented with cost of living allowances, such allowances to be determined as set forth in the Report, be, and they hereby are, accepted; and be it

RESOLVED FURTHER, that the recommendation of the Salary Committee of the Board of Directors, as contained in its Report dated January 23, 1969, as presented to this meeting, providing for the payment of

a dependent allowance, be, and hereby is, not accepted at this time; and be it

RESOLVED FURTHER, that the proper officer or officers of this Corporation be, and they hereby are, authorized and directed to implement the aforesaid recommendations of the Salary Committee which have been accepted at this meeting.

The Chairman stated that the next order of business to come before the meeting was to consider, and take action upon, a proposal that a study be conducted in the County of Los Angeles, in the State of California, for the purpose of determining the feasibility of establishing a community development program in that area. Mr. Blatchford recommended that the Board of Directors authorize the expenditure of sufficient funds to defray the cost of a study of three months' duration to determine whether such a program should be conducted and, if so, whether it could be financed from local sources. Discussion ensued over the question whether the study should be limited to the Los Angeles community, it being concluded that the Los Angeles community appears to be more receptive at this time to the concept of community development programs than the New York community and that it would be advisable to establish a program in one area before expanding into others. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the sum of \$8,100 be, and it hereby is, appropriated for use in defraying the expenses associated with a study of three months' duration for the purpose of determining the

feasibility of establishing a community development program in the County of Los Angeles, State of California, such feasibility study to include the prospect of raising the funds necessary to implement any such program from within the Los Angeles area.

The Chairman observed that the final item on the agenda was to consider, and take action upon, certain proposals regarding the administrative reorganization of the Corporation. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that ARTICLE VI of the By-laws of the Corporation be, and it hereby is, amended to provide for the election of a Chairman of the Board and a Vice Chairman of the Board, as follows:

"At the annual meeting of each year, or in default of election at such meeting then at any adjournment thereof, or at any meeting duly called for that purpose, the Board of Directors may elect the following officers, viz: a Chairman of the Board, a Vice Chairman of the Board, a President, a Secretary, and a Treasurer. The Board of Directors may, at any meeting, by resolution appoint an Executive Director, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as it may from time to time determine. The Board of Directors may by resolution, not inconsistent with these By-laws, define the duties of any such appointed officers. The same person may be elected or appointed to more than one office. A vacancy in any office may be filled by the Board of Directors at any meeting. All officers shall hold office at the pleasure of the Board of Directors or until their respective successors shall have been elected or appointed and shall have qualified. The compensation of officers, agents or employees of the Corporation who perform services for the Corporation, requiring such compensation, shall be fixed at a duly held meeting of the Board of Directors."

; and be it

RESOLVED FURTHER, that ARTICLE VII of the By-laws of the Corporation be, and it hereby is, amended as follows:

"The Chairman of the Board, who shall be chosen from among the Directors, shall be the chief executive officer of the Corporation and shall, if present, preside at all meetings. He may sign or execute, in the name of the Corporation and under its corporate seal, all deeds, mortgages, bonds, contracts or other instruments which have been authorized by the Board of Directors, or which are required to be executed in the ordinary and usual course of business of the Corporation, except in cases where the signing or execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He shall perform such other duties as the Board of Directors or the Executive Committee may from time to time assign to him."

; and be it

RESOLVED FURTHER, that ARTICLE VIII of the By-laws of the Corporation be, and it hereby is, amended as follows:

"The Vice Chairman of the Board, who shall be chosen from among the Directors, shall, in the absence or disability of the Chairman of the Board, preside at meetings and be vested with and perform the duties of the Chairman of the Board. The Vice Chairman of the Board shall also perform such other duties as the Board of Directors, the Executive Committee or the Chairman of the Board may from time to time assign to him."

; and be it

RESOLVED FURTHER, that ARTICLE IX and ARTICLE X of the By-laws of the Corporation be, and they hereby are, designated as ARTICLE X and ARTICLE XI, respectively; and be it

RESOLVED FURTHER, that ARTICLE XI of the By-laws of the Corporation be, and it hereby is, designated as

ARTICLE IX and amended as follows:

"The President, who shall be chosen from among the Directors, shall be chief administrative officer of the Corporation, subject to the direction of the Board of Directors, the Executive Committee and the Chairman of the Board. It shall be the duty of the President, under the general supervision of the Chairman of the Board, to direct the work of the Corporation. He shall make such reports to the Board of Directors, the Executive Committee and the Chairman of the Board as may from time to time be requested, and shall also perform such other duties as the Board of Directors, the Executive Committee or the Chairman of the Board may from time to time assign to him."

; and be it

RESOLVED FURTHER, that the phrase "The President or Vice President" in the second sentence of ARTICLE XII of the By-laws of the Corporation be, and it hereby is, amended as follows: "The Chairman of the Board or the Vice Chairman of the Board"; and be it

RESOLVED FURTHER, that the words "The President" in the first sentence of ARTICLE XV of the By-laws of the Corporation be, and it hereby is, amended as follows: "The Chairman of the Board"; and be it

RESOLVED FURTHER, that the resolution adopted at the Special Meeting of the Board of Directors held May 1, 1967, regarding the establishment of a depository account with IRVING TRUST COMPANY OF NEW YORK be, and it hereby is, amended as follows:

RESOLVED, that IRVING TRUST COMPANY, of New York City, be and hereby is designated a depository of this Corporation and that checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money upon said IRVING TRUST COMPANY, or payable at any of its offices, be signed on behalf of this Corporation by any two of its following officers, employees or agents, to wit: Chairman of the Board, Vice Chairman of the Board, President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Executive Director, Associate Director, Administrator and the Directors.

; and be it

RESOLVED FURTHER, that the resolution adopted at the Special Meeting of the Board of Directors held November 9, 1967, regarding the purchase and sale of securities owned by the Corporation, be, and it hereby is, amended as follows:

RESOLVED, that any two of the following officers of this Corporation, to wit: Chairman of the Board, Vice Chairman of the Board, President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, be and hereby are authorized on behalf of this Corporation, either through IRVING TRUST COMPANY or others, as agents or otherwise, at any time and from time to time, to sell, and with the proceeds or with other funds, including any deposit account, to purchase, and to deliver, receive delivery of or otherwise dispose of any property whatever, without limitation as to prices, terms or conditions, and, in connection with any of the foregoing, to make, execute and deliver, in the name of this Corporation or otherwise and with or without its corporate seal, and containing any terms and conditions, any and all checks, drafts, notes, bills of exchange, acceptances, endorsements, assignments, transfers, bonds, mortgages, guarantees, trust receipts, undertakings, agreements, statements, representations, warranties, amendments, confirmations, revocations, waivers, receipts, releases, instructions, obligations or documents whatever and to incur and pay any fees, costs and expenses, all without limitation. The word "property" as herein used shall be deemed to include stocks, bonds, mortgages, accounts, notes, bills of exchange, bills of lading, warehouse receipts, delivery orders, commodities, foreign exchange, and any other securities, moneys, credits, documents, instruments, papers or property without limitation.

Thereupon, Mr. Kendall announced the submission of his resignation as the President of the Corporation, effective immediately. The Chairman stated that it would be appropriate to fill the vacancies in the offices of Chairman of the Board,

Vice Chairman of the Board and President. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that Mr. Joseph Blatchford be, and he hereby is, elected as a Director of the Corporation to serve until the next Annual Meeting or until the election and qualification of his successor; and be it

RESOLVED FURTHER, that the following individuals be, and they hereby are, elected to the offices set opposite their respective names to serve until the next Annual Meeting or until the election and qualification of their respective successors:

Mr. Donald M. Kendall - Chairman of the Board

Mr. Crocker Nevin - Vice Chairman of the Board

Mr. Joseph Blatchford - President

After discussion, the Directors expressed their approval of the President's proposal to appoint Mr. Holcombe as the Executive Director for Latin American Operations.

The Chairman announced that the final 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. Blatchford, DeRosso, Duncan, Friele, Murden, Nevin and Rockefeller, with Mr. Nevin as Chairman, be, and they hereby are, elected to the Executive Committee to serve until the next Annual Meeting or until the election and qualification of their respective successors.

There being no further business to come before the meeting, it was, upon motion duly made and seconded, adjourned.

J. CURTIS HERGE
Assistant Secretary