

APPROVED Minutes
**First Meeting of the
Maasai Education Foundation Board of Directors**
Nov. 21, 2016

Call to Order

- Those present jointly called the meeting to order @ 5:30pm, 21 Nov 2016

Roll call

- Theo Dillaha
- Brian Benham
- Karen Scalf-Benham
- Evelyn Parish
- Rebecca Caldwell (non-voting friend of the Board)

Appointment of temporary chair and secretary

Motion: I move that Theo Dillaha be appointed as temporary chair for this meeting.

Seconded by: Evelyn Parish

Discussion: None

Vote: 4 aye/0 nay

Motion: I move that Brian Benham be appointed as temporary secretary for this meeting.

Seconded by: Karen Scalf-Benham

Discussion: None

Vote: 4 aye/0 nay

Report on Filing of Articles of Incorporation (temporary chair)

Our Articles of Incorporation have been filed and waiting for approval. The chair of the meeting should report to the board that this has been done. At this point the board needs to make the Articles of Incorporation part of the official record.

Motion: I make a motion to direct the secretary of this corporation to make a copy of the signed and certified articles of incorporation and place them in a corporate binder (physical and on-line) to be kept at our principal office. (Theo Dillaha made motion)

Seconded by: Evelyn Parish

Discussion: None

Vote: 4 aye/0 nay

Adoption of Bylaws (temporary chair)

Motion: I make a motion to adopt the presented bylaws as the bylaws of this organization. (Theo Dillaha made motion)

Seconded by: Brian Benham

Discussion: Review of draft bylaws and related discussion. Minor changes (deleting the word "political") from the Mission and Vision statements.

Vote: 4 aye/0 nay

Adoption of Conflict of Interest, Whistleblower, and Donor Privacy Policies (temporary chair)

Motion: I make a motion to adopt the presented draft conflict of interest policy as the conflict of interest policy of this organization. (Theo Dillaha made motion)

Seconded by: Brian Benham

Discussion: The proposed COI form was adopted without modification.

Vote: 4 aye/0 nay

Motion: I make a motion to adopt the presented draft Whistleblower Policy as the Whistleblower Policy of this organization. (Brian Benham made motion)

Seconded by: Karen Scalf-Benham.

Discussion: The proposed Whistleblower Policy form was adopted without modification.

Vote: 4 aye/0 nay

Motion: I make a motion to adopt the presented draft Donor Privacy Policy as the Donor Privacy Policy of this organization. (Theo Dillaha made motion)

Seconded by: Brian Benham

Discussion: The proposed Donor Privacy Policy form was adopted without modification.

Vote: 4 aye/0 nay

Appointment of Officers (Chair, Secretary, Treasurer) (temporary chair)

Motion: I nominate Theo Dillaha to the office of Chair of the MEF. (Evelyn Parish made motion)

Seconded by: Evelyn Parish

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

Elected MEF Chair takes over meeting

Motion: I nominate Brian Benham to the office of Secretary of the MEF. (Theo Dillaha made motion)

Seconded by: Evelyn Parish

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

New secretary takes over minutes

Motion: I nominate Karen Scalf-Benham to the office of Treasurer of the MEF. (Theo Dillaha made motion)

Seconded by: Evelyn Parish

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

Appointment of Tanzania Liaison

Motion: I nominate Martha Ole Misiko to the position of Tanzania Liaison (Evelyn Parish made nomination)

Seconded by: Theo Dillaha

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

Designate Principal Office

Required for filing articles of incorporation. Now that you have an official board, you should confirm the location of your principal office.

Motion: I make a motion that the principal office of this organization be located at 345 Woods Lane, Newport, VA 24128. (Theo Dillaha made motion)

Seconded by: Karen Scalf-Benham

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

Tax Exemption Application

To become a 501.c.3 tax exempt organization we need to authorize someone to apply for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code.

Motion: I make a motion to authorize Theo Dillaha to apply for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code. (Brian Benham made motion)

Seconded by: Karen Scalf-Benham

Other nominations? None

Discussion: None

Vote: 4 aye/0 nay

Committee Nominations (Scholarship, Development, Nominating - Do not have to be Board members.)

Scholarship Committee: nominates Maasai recipients of educational scholarships and oversees the Foundation scholarship program.

Motion: I nominate Evelyn Parish, Rebecca Caldwell, Jen Spurl, Martha Ole Misiko to the scholarship committee. (Evelyn Parish made motion)

Seconded by: Theo Dillaha

Other nominations? None

Discussion: The proposed slate of members was discussed and adopt without change. All nominated committee members are required to sign a Foundation COI before becoming an official committee member. Rebecca Caldwell was suggested as Chair.

Vote: 4 aye/0 nay

Development Committee: is charged with securing resources to support the activities of the Foundation and maintaining the Foundation websites.

Motion: I nominate Kerry Brisco, Essra Kibler, David Mendel, Cindy Lemley, Bret Neiser, Kris Bailey to the development committee. (Evelyn Parish made motion)

Seconded by: Theo Dillaha

Other nominations? None

Discussion: The proposed slate of members was discussed and adopt without change. There was discussion about adding a student representative from Virginia Tech's Service Without Borders Registered Student Organization. All nominated committee members are required to sign a Foundation COI before becoming an official committee member. Essra Kibler was suggested as Chair.

Vote: 4 aye/0 nay

Nominating Committee: nominates members for the Board of Directors.

Motion: I nominate Karen Scalf-Benham, Randy Stith, Peter Ozolin to the nominating committee. (Brian Benham made motion)

Seconded by: Karen Scalf-Benham

Other nominations? None

Discussion: The proposed slate of members was discussed and adopt without change. Karen Scalf-Benham was suggested as Chair.

Vote: 4 aye/0 nay

Advisory Committee: meets periodically to plan and review Foundation activities and advise the Board on programs and activities of the organization.

Motion: I nominate Peter Ozolin, Martha Ole Misiko, Maureen McGough, Essra Kibler, Theo Dillaha to the advisory committee. (Brian Benham made motion

Seconded by: Karen Scalf-Benham

Other nominations? None

Discussion: The proposed slate of members was discussed and adopt without change.

Vote: 4 aye/0 nay

Other Items

- *Information: Protection from Personal Liability - Forming a nonprofit corporation normally protects the directors, officers, and members of the nonprofit from personal liability for the corporation's debts and other obligations. Called limited liability, this shield ensures that anyone who obtains a judgment against the nonprofit can reach only the assets of the corporation, not the bank accounts, houses, or other property owned by the people who manage, work for, or participate in the business.:* MEF Chair updated Board about this policy.
- *Activities narrative for Form 1023:* MEF Chair indicated Board would soon receive draft of proposed filing for review and comment.
- *Scholarship policies:* The Board had a general discussion about the proposed policies. The Board will task the Scholarship committee to review the proposed policies and bring any recommendations for revision the Board for review, amendment and adoption.
- *Meeting with legal advisor:* MEF Chair will meet with Maureen McGough before the end of 2016.
- *Potential school support by TX Foundation (Taiwanese):* MEF Chair reported that a potential donation may be forthcoming.
- *Our volunteer architect, Peter Ozolin:* MEF Chair reported that Peter Ozolin has drafted some preliminary site drawings that shows the rough footprint for the proposed school and future additions.
- *Other business? None.*

Next Board meeting

- *TBD*

Adjourn

- MEF Chair (Theo Dillaha) adjourned the meeting at 7pm, 21 Nov 2016.