

NZC Board of Directors Meeting Minutes

September 11, 2021, 1:00-pm

Meeting Notification: On September 7th, 2021, at the conclusion of the prior board meeting The Board decided to meet again via Zoom on September 11, 2021 at 1:00pm. The Board confirmed the date & time via email. Annette distributed the Zoom link. Pam distributed the following relevant documents; Meeting Agenda, Draft Bylaws, and an Example of Covid-19 Protocols from MZMC, on September 10, 2021, via email. An additional revised Draft Bylaws document and an update from NZC's attorney Buck Heim were also distributed by Pam on September 11, 2021 via email prior to the start of the meeting.

Meeting Location: Zoom

Members Present:

Pam Griffin, President, (2021)
Fergus Hoban, Vice President, (2021)
Vicki Grunwald, Treasurer, (2021)
Scott Rosen, Secretary, (2021)
Tom Millie, (2021)
Annette Jordan, (2021)

Board Members Absent: None

Others Present: N/A

Was a quorum established? Yes

AGENDA

- 1) Meeting to order; attendance: The Board meeting was called to order at 1:00pm and attendance was taken. The Directors waived notice of this meeting.
- 2) All members voted unanimously to approve the minutes of the September 7, 2021 board meeting.
- 3) Discussion of the current status of the settlement obligations:
 - a) Board discussed documents received from prior board to date, what may still be missing, and next steps for attaining unresolved pieces. Documents provided to date were provided by Dosho and Tetsugan's attorney on a flash drive. The files are not well organized and many of the files don't work.
 - b) Unable to access NZC's current bank accounts due to Nebraska Secretary of State filings needing to be updated before Great Western Bank (GWB) will provide access and remove Dosho and Tetsugan. Board decided Secretary will take Amendment to Biennial Report to SOS office in Lincoln on Monday, September 13, 2021 to update the public record of the directors so GWB will provide access ASAP. Board discussed Jim Poleshuk's closure of NZC's former PayPal and its dissatisfaction with this. Vicki was unable to restore the Quicken files provided thus far on the flash drive even after 45

minutes with Quicken technical support. It was discussed whether Jim's deletion of the PayPal account and the disarray of the financial records provided to date may constitute a breach of the settlement agreement. Pam and Fergus will discuss this further with the attorneys, including the implications of repudiating the Settlement Agreement.

- c) Discussion of when Dosho and Tetsugan will vacate the Lafayette property. They are scheduled to be out by Wednesday, September 15, 2021. Board will undertake an inspection of Lafayette property and remaining personal property on Saturday, September 18, per discussion at prior meeting. Board would like to get access earlier.
- 4) Discussion of the real estate purchase agreement, per Pam and Fergus, Bridge Church (the buyer) is not walking quietly and is insistent upon closing the transaction. Bridge Church may issue a demand letter, NZC's refusal to execute the sale at that point would lead to arbitration. After questions from Annette and other board members, Pam led a discussion of the contingency clause in the purchase agreement that is being used to argue NZC may withdraw from the agreement. Tom suggested getting a copy of the listing agreement and asked questions regarding the payment of the commission to the listing agent even if the sale does not close. The board's current understanding is that the commission would be due to the agent even if the sale is stopped. Pam and Fergus will discuss further with the attorneys.
- 5) There was discussion of what financial accounting software to use going forward and purchasing a computer for NZC. Vicki has purchased an up to date copy of Quicken, a program with which she is familiar and that was previously used to keep NZC's financial accounting records. Board agreed that Quicken would be used to catch up the accounting records of NZC and that for now no computer was to be purchased. Board agreed to have Matt Huettner establish a new Mail Chimp account on NZC's behalf. Annette discussed the prior Google Docs record keeping system. Annette and Vicki discussed possible security concerns of Google Docs and what records could be stored there versus what may need to be stored elsewhere.
- 6) Drafts of the new by-laws (attached) were discussed. Scott brought up section 11.03, a discussion ensued regarding whether or not to file Form 990's going forward even though they are not required by law. Prior board did not appear to be filing them. Vicki brought up 6.01(e), regarding priest succession, and the Board discussed alternative language. Pam will make revisions and circulate draft. The goal established was to vote on the new by-laws before the next meeting via email or at the next meeting.
- 7) The board continued a prior discussion regarding messaging around the departure of Dosho and Tetsugan and the Board transition, to provide to Terra Hall so she can prepare drafts of possible website and email communications.
- 8) The member list was on the agenda to be discussed, but was tabled for a future board meeting.
- 9) Vicki led a discussion of NZC finances, see Item (3) above regarding discussion of the status of the settlement agreement (documents and accounts). Scott suggested the engagement of a CPA at some point before year end to look at issues related to the balance sheet presentation and required tax filings and the Board agreed.
- 10) In person services:

- a) Discussion led by Vicki regarding her proposals previously circulated to the Directors regarding connecting with area teachers and other Zen Centers (such as Milwaukee Zen Center) remotely for dharma talks and zazen.
 - b) Pam circulated the MNZC Covid-19 protocols (attached) as an example of what NZC might use as re-opening guidelines around Covid-19.
 - c) Pam discussed being available to lead morning sits after approximately October 15, 2021. Vicki discussed organizing a social event for NZC members to gather in-person as part of a reboot. Board agreed to discuss further at next meeting after physically inspecting property, which is scheduled for Saturday, September 18, 2021.
- 11) Pam discussed some of the benefits associated with Non-Profit Association of the Midlands (NAM) membership. Annette noted that NAM had previously provided excellent training to NZC Directors on operating a nonprofit. The cost would be \$50.00 per year. Board members were invited to explore the NAM website and discuss membership further at a later meeting.

Scott D Rosen
Secretary, Nebraska Zen Center Board of Directors
September 11, 2021

MEETING SCHEDULE

September 18th, 10:00am in-person at NZC

ATTACHMENTS FOR THE RECORD