
Special Board Meeting ~ Portland Friends of the Dhamma

January 27, 2014, 6:30 - 9:00pm ~ PFOD Annex, 1125 SE Madison #103A

6:30pm/5 min Opening Meditation

6:35pm/5 min Call to Order / Agenda Review / Call for New Business

6:40pm/5 min Approval of Minutes from Previous Board Meeting

6:45 pm/50 min Spiritual Director Support

GOAL: Consensus on the wording of the Spiritual Director Support in the MOU.

From: MOU Draft 1.8

Spiritual Director Support: Recognizing that, in addition to a suitable building, a thriving community needs a well-supported Spiritual Director, PFOD will come up with a Spiritual Director support plan which, over years, brings the support of the Spiritual Director from the current \$600/month plus \$100/month for training/travel, to a living wage.

7:35pm/40 min Completing the MOU

GOAL: Consensus on the MOU as a good basis for future action.

See: MOU Draft 1.8

Proposal: The Memorandum of Understanding (Draft 1.8) is a suitable basis for action that will prepare us to purchase and steward the Dharma Rain Zendo while safeguarding the mission of PFOD.

8:15pm/40 min Purchase Proposal

GOAL: Clarifying questions and discussion on the Purchase Proposal. Final consensus will be reached on Friday.

See: Purchase Proposal

8:55pm/5 min Closing Meditation

9:00pm Confirmation of Next Meeting / Close of Business

Upcoming Board Meetings

To Be Scheduled

Current Governance

Directors (elected to two year terms, with six year term limits):

Officers (elected to one year terms):

Program Committee Members (appointed by the Spiritual Director/Board):

Bylaws: the bylaws can be found on the PFOD Website

Our Mission

Friends of the Dhamma exists to support access to the Buddha's teachings. We encourage contact with like-minded individuals (both lay and monastic) through community gatherings, retreats and the free distribution of books and tapes.

Our purpose is to promote both the intellectual and experiential understanding of the Dhamma and provide a community of support for living the eightfold path,

Friends of the Dhamma arises from the Theravada, Thai-Forest meditation lineage of Ajahn Chah and is advised by and affiliated with Abhayagiri monastery. We welcome all traditions dedicated to the integrity of the Buddha's teachings: generosity, virtue, mental cultivation, wisdom and compassion.

Friends of the Dhamma is supported by contributions (dana) from the community and does not charge fees for events.

*- Established by the PFOD Board in 2000
with minor edits in 2004, 2010, 2013*

Portland Friends of the Dhamma Special Board Meeting Minutes

January 6, 2014

PFOD Annex, 1125 SE Madison #103

Directors Present: Alistair Williamson (President), Greg Satir (Vice President), Rachel Telesmanick (Treasurer-Elect), Jim Walker (Treasurer-Emeritus), Jessica Swanson, Sakula (Spiritual Director)

Others Present: Tena Hoke (Secretary)

The meeting convened at 6:35p.m. with a brief meditation.

The proposed agenda was approved.

The minutes of the previous meeting, held December 23, 2013, were approved by acclamation. Alistair noted that he has posted two possible Conflict of Interest policies for the Board to review.

The Board read the attached "Notice of Resignation" from Sallie Odenthal into the minutes. Alistair replied to Sallie:

Dear Sallie,

Thank you for the very gracious letter and well wishes. I felt it.

And in this difficult turbulence I wish for you, from my heart, all the blessing of your email name, and well being and peace on the path.

I hope to drop a short email to the community tomorrow to inform them of you resignation.

I'll send you a draft first for review and for anything you might wish to add. Naturally, you can email the community directly too. This is not an attempt to usurp that.

Anjali,

Alistair (as Board Chair and as Alistair)

The Board then met in Executive Session until 9:20.

There not being sufficient time to cover the remaining agenda items, discussion focused on developing steps to get to the point where an offer on the Dharma Rain Zendo (DRZ) could be presented to the community. At this point Jessica had to leave. Following discussion of the current status of the Memorandum of Understanding (MOU), Proposal to Purchase DRZ, and results of the MOU survey, it was concluded that Greg will incorporate the survey results into the MOU, perform a final round of edits and cleanups on the MOU and the Proposal to Purchase, and then send those two documents to the Board for review. Comments on those documents should be sent to Alistair. Depending on the level of comments received, Alistair may choose to call a Board meeting on Monday, January 27th. The documents will also be sent by email to all community members, and they will be invited to a discussion about the DRZ purchase on Friday, January 31st at 7:00 pm (the usual format of the Friday night

Dhamma talk will be substantially abbreviated to allow time for this discussion). Community members will also be invited to provide feedback on the documents by email, and this feedback will be taken into account in determining whether a Board meeting is warranted on the 27th. There are a number of major donors who should receive personal invitations to the meeting on the 31st, and Alistair and Greg will coordinate getting those invitations out.

The meeting was adjourned at 10:00 pm.

Notice of Resignation

January 6, 2014

Sallie submitted the following letter of resignation by email at 8:53 a.m. on January 6, 2014, and it was effective upon receipt by our Secretary at the same time.

Hi all,

I realize this is a challenging time for many of us. I appreciate the opportunity to serve, and I've learned a lot in the past year while attempting to be of service.

Due to events and communications that have taken place over the last month in particular, I feel that my presence on the Board has become a hindrance to the healing of PFoD. For that reason, I am stepping down from the Board and Communications Committee effective immediately.

I sincerely wish for health, happiness, and well-being for the Board and PFoD community. May you prosper and grow with the purchase of DRZ.

Anjali,
Sallie Odenthal

Draft Proposal for PFOD to Purchase the Dharma Rain Zendo

BACKGROUND

On July 22, 2013 the **Portland Friends of the Dhamma Board (the Board)** resolved to pursue the purchase of the **Dharma Rain Zendo (the Building)** as our new home.* This proposal is the result of that resolution.

- **Recognizing** the support and ongoing financial contributions of over 50 community members towards owning and operating the Building;
- **Recognizing** also the support of the Monastic Sangha and in particular the encouragement of Luang Por Pasanno and Ajahn Sudanto to purchase the Building;
- **Having established** the suitability of the Building as a Dhamma home, and goodwill of the seller;
- **Having established** that we have a loan suitable to purchase the Building and capital sufficient for closing and move-in costs and to establish emergency and maintenance funds;
- **Having established** that we have the financial means to operate the building, as well as develop programs and support the Spiritual Director, and
- **Having developed** a common understanding between lenders, donors and the board on the financial and organizational changes that would allow us to grow as a community and city refuge, and having documented these in the **Memorandum of Understanding (MOU)**.

RESOLUTIONS

The Board hereby resolves:

1. To accept in principle the generous loan offer from community members Greg and Adrienne and, with the support of legal counsel, to develop all necessary legal documents to execute the loan.
2. To develop a formal purchase offer for the Building, with the intention of completing the building purchase by our Annual Meeting in May 2014.
3. To establish use the MOU as the Board's primary planning document for 2014.

In addition, to help manage and protect our 501(c)3 non-profit status, the Board further resolves to:

4. Establish a typical Conflict of Interest Policy before the loan agreement is finalized.
5. Hire a bookkeeper to help with 2013 IRS filings and to support the treasurer in 2014.

AUTHORIZATIONS

To facilitate its resolutions, the Board makes the following authorizations:

- **Authorizes the Board Officers**, acting together and accountable to the Board, to retain a lawyer and other expert counsel as needed, to negotiate agreements with the lenders and Dharma Rain, and to develop all necessary legal documents to execute the loan and complete the building purchase. The authority to execute the loan and so complete the purchase remains with the full Board.
- **Authorizes the Spiritual Director and Program Committee**, who are responsible for programs, to negotiate and manage shared use of the Building with Dharma Rain during the transition.

* Full text of the July 22nd 2013 Board Resolution: *Recognizing the support shown by the monastic community and many from the lay community for the purchase of DR Zendo, and recognizing the suitability and potential of the building itself, PFoD will pursue the purchase of DR Zendo as the primary path to a new home. From now through Dec. 31, 2013, PFoD will seek to understand the risks and benefits therein, clarify financial obligations and come to a common understanding. We will seek to gather the necessary finances, negotiate a successful purchase, and identify any organizational changes necessary to manage the building effectively.*