
Portland Friends of the Dhamma Special Board Meeting Minutes

January 31, 2014
Dharma Rain Zendo

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), many community members

The meeting was called to order by Alistair at 8:00p.m., following the Friday evening community meditation and dhamma talk.

There was only one agenda item, the proposal to purchase the Dharma Rain Zendo:

BACKGROUND

On July 22, 2013 the **PFOD 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 Building's suitability 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 amongst and between Board and the Lenders 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 the lenders and, with the support of legal counsel, to develop all necessary legal documents to execute the loan.
2. To accept the MOU and establish it as the Board's primary planning document for 2014.
3. To develop a formal purchase offer for the Building, with the intention of completing the building purchase by our Annual Meeting in May 2014.

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

4. To establish a typical Conflict of Interest Policy before the loan agreement is finalized.
5. To 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 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 22, 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.*

The Board Chair reviewed the search by PFOD for a physical home over the past six months, and presented the Resolution. Clarifying questions were taken from the Board and from all those in attendance. The questions were:

- Is there a conflict of interest having a member of the community be the lender? Answer: No. Conflict of Interest documents are pretty standard for non-profits and address this issue. The purpose of a Conflict of Interest document is to ensure that the non-profit is not put at risk. In this case, it is the lender who is at risk, not the non-profit (PFOD).
- Shouldn't we make the lender ineligible to vote in any financial matters? Answer: The lender would be required to recuse him/herself in the event that there arose some issue around which there could be a conflict of interest, which would probably only occur if we were considering foreclosure.
- Isn't there a reference to a Business Plan in the Resolutions? Answer: It is in the Memorandum of Understanding.
- What is the "transition period"? Answer: It's complicated, because Dharma Rain's move-out date is uncertain. The plan is to rent to Dharma Rain after the closing, until they are completely moved out.

There being no further questions, Alistair called for consensus: Greg – support, Sakula – support, Jessica – support, Jim – support, Rachel – support, Alistair – support. Each Director stated several reasons for their support of the Resolution. The Directors and Officers then signed the Resolution.

There were several expressions of support and appreciation from the community.

Alistair was presented with a portrait from Thailand of Ajahn Chah, in gratitude for his service as Board Chair taking us from last year's tiny budget to this year's proposal to purchase a building.

The meeting was adjourned at 9:00 pm.
