

Santa Cruz Zen Center – Board of Trustees – Executive Session

Meeting Topic	SCZC Board of Trustees Meeting – Executive session
Date:	Tuesday, Sept. 6, 2016
Time:	6:35 pm – 8:30 pm
Location:	Zendo

Invitees/Attendees

Name	Role	Name	Role
Edie Brown	President		
Rev. Dana Takagi	Vice-President		
Liz Milazzo	Secretary		
Michael Bashista	Treasurer		

BOLD – Attended Meeting

FA=for action FYI= for your information FD-For Discussion

	Agenda	Lead
FYI	<p>Two proposals circulated by email were passed as of 9/1/16:</p> <p><i>Proposal A: to approve a total cost of \$126,267 (which includes approximately 10K already spent) for the Dokusan building remodel</i></p> <p><i>Proposal B: Both fence and garden costs are to be drawn from other ZC accounts. The fence costs (\$4320) to be built on the west and north sides of the building shall be drawn from property maintenance/capital costs of ZC. The garden costs are to be drawn from the 3K the board previously approved for garden work related to the remodel.</i></p> <p>Both proposals passed unanimously, with nine BOT members voting “1” over email.</p>	Liz/Edie
FD	<p>Draft resolution to update Articles of Incorporation</p> <p>Edie circulated the draft resolution prepared by our pro-bono lawyer, copy attached. This resolution would be submitted to a vote of the membership to change the (outdated) clause in the original Articles which states that (all, routine) Board decisions are to be ratified by the membership. The resolution grants decision making authority to the Board of Trustees, as set forth in the bylaws, and elected by the membership.</p> <p>Draft resolution endorsed by the Board Officers, with appreciation expressed for pro bono legal services. Next step: review the proposed revision at the September 27 board meeting. If board approves, then send the resolution to voting members (membership for at least a year). The lawyer has offered to draft a cover letter to go with the paper ballot, explaining the issue to members. Michael volunteered that he and Yaro will prepare mailing labels for the special ballot. Merits of paper vs email ballot discussed, and decided to go with paper ballots for ease of tracking. We’ll utilize the same voting practices used for Board elections -- member signs outside of return envelope, but not the ballot itself. Resolution must be approved by a majority of members in good standing in order to pass. Current membership is estimated to be about 60. Edie will present the draft resolution to the full Board at the 9/27 meeting. Pending full board approval, we will schedule a mailing party to send out ballots.</p> <p>These steps are a precondition to the Board being able to pass modifications to the ZC bylaws.</p>	Edie