

**Meeting Minutes Of
Residents in Action, Inc.**

The meeting of the board of directors was held at following place, date and time.

Place: Virtual Zoom meeting

Date: 10/19/23

Time: 9:00AM-11:00AM

List of the following directors were present at the meeting:

Robert Powell, PhD, LPC

Salena Taylor

Rhonda Butler

Toby Berry as Non-Profit Advisor

Robert Porter

Tashia Carter

List of the following directors were absent:

Brenda Pilgrim

Pursuant to the Bylaws, the meeting was officiated by following person(s):

Chairman of the meeting: Tashia Carter

Secretary of the meeting: Tashia Carter

ARTICLES OF INCORPORATION FILED

The temporary chairman announced that the Articles of Incorporation of the nonprofit had been filed in the office of the Secretary of State, and had been assigned the following filing date and state nonprofit filing number:

Filing date: 06/27/23

Official filing number: 223698675750

The temporary chairman then presented the original copy of said Articles of Incorporation, showing filing date and official filing number as stated above, and then the temporary secretary was instructed to insert said articles in the corporate records book of the nonprofit.

ADOPTION OF BYLAWS

The temporary secretary presented to the meeting a proposed set of Bylaws which were duly considered and discussed. After discussion and on motion duly made and unanimously carried, the following resolutions were adopted:

RESOLVED: The Bylaws presented and discussed in this meeting were adopted as the Bylaws of this nonprofit. The temporary secretary was directed to insert the Bylaws in the corporate records book and to ensure that a copy of the Bylaws similarly with the one in corporate records book are kept at the nonprofit's principal executive office, as required by law.

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. Upon motion duly made and seconded, the following persons were unanimously elected to the following offices:

President: Robert Powell, PhD, LPC
Vice President: Salena Taylor
Secretary: Rhonda Butler
Treasurer: Robert Porter

Each officer who was present and elected, accepted his or her office and thereafter. The temporary Chairman continued with facilitation and as Secretary for the remainder of the meeting. The President and/or Vice President will preside at future meetings as Chairman, and the Secretary will act as secretary at future meetings as well.

The meeting did not discuss the annual salaries to be paid by the nonprofit to its officers and directors. Tashia expressed that we will need to have this discussion at a future meeting and to discuss/determine what we want to do for the finance committee.

Nonprofit Seal

Tashia shared that Residents in Action, Inc has not formally trademarked a nonprofit seal but we have a logo that we have been using and an animated logo is in process of being developed.

Formal adoption of the logo being used to date was agreed to be sufficient for now. The final approved trademark will be added to a future agenda once the trademark process is complete. The proposed logo with the words and figures show as follow:



On motion and duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: The nonprofit logo in the form , words, and figures presented to this meeting be and hereby is adopted as the company logo of this nonprofit.

ORGANIZATION EXPENSE

Tashia announced that the meeting proceeded to the subject for the payment of expenses of Organization and organization of the nonprofit. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED: The Founder and/or Chief Executive Officer or Chief Financial Officer of this nonprofit are authorized and directed to pay in cash for those expenses incurred for the Organization and organization of this nonprofit; those expenses included but not limited to filing fee and state franchise tax, licensing, application fees, Organization service fee, and any fee that is related to the organization of this nonprofit.

ACCOUNTING YEAR

Tashia announced that the next subject was the selection of the accounting period of the nonprofit, either fiscal or calendar year. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED: The nonprofit adopt an accounting year as follows:
Date Accounting year begins: Jan every year
Date Accounting year ends: Dec every year

PRINCIPAL OFFICE

After discussion of the location of the principal office, upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED: The principal executive office of this nonprofit shall be located at 915 Orchard
City of Jackson, State of Michigan

OFFICERS AUTHORIZED TO SIGN CONTRACT

To authorize any officers to sign contracts and obligations on behalf of the nonprofit in the ordinary course of business, the following resolution was, upon motion duly made, seconded and unanimously carried, adopted:

RESOLVED: The following officers are hereby authorized to sign contracts and obligations on behalf of the nonprofit.

<u>OFFICER'S NAME</u>	<u>TITLE</u>
<u>Tashia Carter</u>	<u>Founder/CEO</u>

BANK ACCOUNTS

Tashia announced that in order to provide a depository for the funds of the nonprofit and authorize certain officers to deal with the corporate funds, upon motion duly made, seconded, and unanimously carried, adopted:

RESOLVED: This nonprofit open an account or accounts with one or more financial institution(s) indicated below, funds of this nonprofit shall be deposited with said bank(s) and its branch office(s).

Name of the bank: True Community Credit Union
Address: Jackson, MI

Name of the bank: Huntington Bank
Address: Jackson, MI

Name of the bank: Bank of America
Address: Jackson, MI

RESOLVED FURTHER: All checks, drafts, and other instruments for the payment and accept funds for this nonprofit from said account(s) shall be signed on behalf of this nonprofit by any of the following director(s) of the nonprofit.

Tashia M Carter (Founder/CEO)

RESOLVED FURTHER: All checks, drafts, and other instruments for accept funds for this nonprofit from said account(s), may be endorsed in the name of the nonprofit by written or stamped endorsement. All checks, drafts, and other instruments for payment funds for this nonprofit may be signed by handwritten, facsimile, computer scanning, or electronic digitized signature.

RESOLVED FURTHER: The said bank(s) is/are hereby authorized to honor and pay all checks, drafts and other instruments obligating of this nonprofit signed as provided above.

RESOLVED FURTHER: The authority hereby conferred shall remain in force until revoked by the Board of Directors of this nonprofit and a written notice have been received by said bank(s).

RESOLVED FURTHER: If the nonprofit’s account is a checking account, the bank is hereby requested to prepare and return of statements and cancelled checks monthly as instructed below. The bank assumes all risk of loss in transit of any statement or check.

Statement instruction: Bank is instructed to mail the bank statement to the mailing address shown on the bank records.

MISCELLANEOUS SUBJECT(S)

The acting Chairman for the meeting (Tashia) then asked was there any other subject to discuss in the meeting.

Below is the documented meeting agenda and the additional subjects that were discussed:

Agenda

- Introductions
- Positive Stories
- Overview/Discussion/Questions/Feedback regarding materials sent on Sept 21, 2023
 - RiA - General Overview
 - Youtube Video – <https://youtu.be/UiRdRea8da0>
 - RiA - New Member Overview
 - RiA - Working Agreement/Ground Rules
 - RiA - One Pager/Info Sheet
 - RiA - Strategic Priorities Criteria
 - RiA - Member and Organizational Partner Members Criteria
- Shared history of Grants (one pager from the RiA General Overview)
- The group did not discuss of the RiA grant statuses but Tashia said that she would outline all of the most recent statuses in the Board Minutes
 - ***Currently Wrapping Up***
 - Michigan Health Endowment Fund – Black Food Sovereignty 1 (Nov 2023)
 - Jackson Community Foundation – Legal Entity Project 2 Dec 2023)
 - ***Turned down***
 - Henry Ford Health Jackson – Substance Abuse
 - ***Resigned from***
 - State of Michigan – Individual RiA Members – Community Influencer Program
 - ***Was not Awarded***
 - Michigan Health Endowment Fund - Black Food Sovereignty 2
 - Michigan Health Endowment Fund - Healthy Aging; I am looking to resubmit that concept to other funders.
 - Partnership for Southern Equity Cohort. However, there may be an opportunity for assistance with them even though we didn't make the cohort
 - Human Services Coordinating Alliance – Young People of Purpose Garden Support/Resources/Electricity
 - ***Developing/Writing/Proposals in Process and/or Negotiation***
 - Lifeways (discussing with Maribeth)
 - ***Submitted/Awaiting Determination***
 - LEO Poverty Taskforce; grant submitted in partnership with Community Action Agency
 - Michigan Community Center

- Henry Ford Health Jackson – Partial to Girls - Maternal infant support
 - Henry Ford Health Jackson – RiA – Black and Brown Baby Taskforce
 - City of Jackson Homelessness Emergency Wintering Sheltering in determination; must be approved by City Council
 - Jackson Community Foundation – Partial to Girls – Transparency Project
 - Jackson Community Foundation – Young People of Purpose – Garden Supports/Resources/Electricity
 - Jackson Community Foundation Black Food Sovereignty – Council Backbone Support
 - *Secured*
 - Human Services Coordinating Alliance – Partial to Girls – Basic Needs
 - Henry Ford Health Jackson - Health Equity
 - Michigan Health Endowment Fund – Partial to Girls – Transparency secured
 - *Plans to Pursue (we will have to prioritize)*
 - Michigan Health Endowment Fund – Maternal Infant
 - Michigan Department of Health and Human Services –Maternal Infant Support
 - COVID (not sure what)
 - Black Food Sovereignty Coalition (general)
 - Young People of Purpose (general)
 - Partial to Girls (general/basic needs support)
 - RiA Backbone Support
 - Jackson Community Foundation – just released for the MLK Corridor and the African American Fund so plan to submit.
- New Business (*Resolution needed and approved)
 - Shared Original Vision of Board and Member Advisory
 - Shared Document Date of Articles of Incorporation (File and Approval Date) and the Official Date of Non-profit approval by the IRS
 - Adoption of the Bylaws with Founder's Protection as Membership*
 - Nomination, Election and Approval of Officers*
 - Approval of Non-Profit Seal (Logo)*
 - Approval of Payment of Nonprofit Establishment Expenses*
 - Approval of Accounting Year*
 - Approval of Principal Office*
 - Approval of Officers Authorized to Sign Contracts and Secure necessary operational services and/or products*
 - Approval to Secure Bank Acct*
 - Shared Operations Manual (want this to be informational so it can change w/o Board approval every time we create a policy/process; group agreed)
 - Duties owed to the Organization

- Document Retention Policy
- Conflict of Interest Policy and Questionnaire
- Whistle Blower Policy
- Volunteer Agreement
- Legal Entity Project Document/Board of Directors Manual/Non-Profit Impact Plan
- Next Steps/Request for Assistance - What I need help with
 - Tashia to draft the verbiage recommendations from the group discussion for the Bylaws
 - Establish Finance Committee
 - Help with final drafts for the Operation Manual
 - Recommendations for Insurance, AP Software, etc.
 - Robert and Tashia to proceed with establishing the bank acct
- Future meeting times and frequency
 - Tashia to follow-up with email/text/doodle
- Other
 - None disclosed
- Open Floor
- Closing Comments
- Adjournment

After discussion, upon motion duly made, seconded, unanimously carried and adopted:

RESOLVED: Approval of the following:

- Adoption of the Bylaws with Founder's Protection as Membership*
- Nomination, Election and Approval of Officers*
- Approval of Non-Profit Seal (Logo)*
- Approval of Payment of Nonprofit Establishment Expenses*
- Approval of Accounting Year*
- Approval of Principal Office*
- Approval of Officers Authorized to Sign Contracts and Secure necessary operational services and/or products*
- Approval to Secure Bank Acct*

ADJOURNMENT

There was no further subject to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Robert Powell

 Robert Powell, PhD, LPC / Chairman

10/19/23

 Date

Rhonda Farrell-Butler

 Rhonda Butler/ Secretary

10/19/23

 Date

Signature: Robert Powell
Robert Powell (Dec 6, 2023 10:06 EST)
 Email: bpowell@strong-families.org

Signature: Rhonda Farrell-Butler
 Email: rbutler911@gmail.com