

NOTES REGARDING THIS SAMPLE FORM OF MINUTES:

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EAST HARLEM COMMUNITY, INC.

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS HELD ON
TUESDAY, SEPTEMBER 25, 2010**

The organizational meeting of the board of directors (the “*Board*”) named in the certificate of incorporation of East Harlem Community, Inc., a New York not-for-profit corporation (the “*Corporation*”), was held at 5 p.m. on Tuesday, September 25, 2007, at the offices of The Legal Aid Society Community Development Project, 230 East 106th, New York, New York, 10029.

Roll Call and Notice of Meeting

The following directors, constituting a quorum, were present at the meeting: George Locker, Maria Tejada, Helen Friedman and David Wood. Absent from the meeting was Carlos Quiroga. Waivers of notice of the meeting were signed by the directors and ordered filed with the minutes together with a waiver previously signed by Mr. Quiroga.

Also present, at the request of the Board, was the Corporation’s attorney, Stephen Falla Riff, of the Community Development Project of the Legal Aid Society.

On motion duly made, seconded and unanimously approved, the Notice of Meeting with proof of mailing, and the Meeting Agenda, dated September 25, 2007, were made part of the minutes of this meeting.

Temporary Chairperson and Temporary Secretary

On motion duly made, seconded and unanimously approved, George Locker was elected temporary chairperson and Maria Tejada was elected temporary secretary of the meeting.

Filing of Certificate of Incorporation

The temporary chairperson reported that the original certificate of incorporation was filed with the New York Secretary of State on September 11, 2007. A certified copy of the certificate of incorporation, attached as Exhibit A, showing the above filing, was delivered to the temporary secretary with directions to insert it in the minute book of the corporation.

Adoption of Bylaws

The next order of business was the discussion of the proposed bylaws for the Corporation, which had been prepared by its attorney and circulated by e-mail to the Board for

review in advance of the meeting. The Board then discussed the provisions of the proposed bylaws and the attorney for the Corporation answered questions concerning these provisions.

Upon motion duly made by David Wood, seconded by Helen Friedman, and unanimously approved, it was resolved that the bylaws attached as Exhibit B were adopted as the bylaws of the Corporation, effective immediately; and further resolved that the bylaws be placed in the minute book, and that a current true copy of the bylaws, certified by the Secretary, be kept at the principal office of the corporation for inspection by the board members at all reasonable times during business hours.

Adoption of Conflict of Interest, Whistleblower and Document Retention Policies

The temporary chairperson stated that the next business to come before the meeting was the adoption of a Conflict of Interest Policy, a Whistleblower Policy, and a Document Retention Policy, which had been prepared by the Corporation’s attorney and circulated by e-mail to the Board for review in advance of the organizational meeting. The Board then reviewed these policies, and the attorney for the Board answered questions related to them.

Upon motion duly made by George Locker, seconded by Helen Friedman, and unanimously approved, it was resolved that the Conflict of Interest Policy attached as Exhibit C, the Whistle Blower Policy attached as Exhibit D, and the Document Retention Policy attached as Exhibit E, were accepted and adopted by the Board; and further resolved that these policies be placed in the minute book, and that current true copies of these policies, certified by the Secretary, be kept at the principal office of the corporation for inspection by board members at all reasonable times during business hours.

Election of Directors and Officers

The temporary chairperson announced that the bylaws provide for the election of five directors. The following slate of directors was then nominated: George Locker, Maria Tejada, Helen Friedman, David Wood and Carlos Quiroga. There being no further nominations, by motion made, seconded and unanimously approved, the slate of nominees was elected to hold office.

The temporary chairperson next announced that the bylaws provided for the election of a President, Vice President, Secretary and Treasurer to serve as the officers of the Corporation.

Thereupon the following persons were nominated by the Board to serve as officers of the Corporation:

President	George Locker
Vice President	Helen Friedman
Secretary	Maria Tejada
Treasurer	David Wood

There being no further nominations, by motion made, seconded and unanimously approved, the slate of nominees was elected to hold office. The President then replaced the temporary chairperson as presiding officer of the meeting and the Secretary replaced the temporary secretary of the meeting.

Bank Accounts

David Wood then proposed to select a depository for the funds of the corporation and to authorize officers to withdraw funds on behalf of the corporation. On motion of Mr. Wood, seconded by George Locker and unanimously approved, the following resolutions were adopted:

Resolved, that Banco Popular, (the “depository”), is selected as the depository for the funds of this corporation and that accounts shall be governed by the rules, regulations, bylaws, and practices, present and future, of the depository. The board, by majority vote, may also select other depositories in addition to, or in place of, the designated depository.

Further resolved, that the following officers of this corporation, who have been duly elected:

President	George Locker
Vice President	Helen Friedman
Secretary	Maria Tejada
Treasurer	David Wood

are authorized, on signature of any two of them, to withdraw funds from the depository on the check of the corporation, signed as provided above, and that the officers authorized to withdraw funds are authorized to endorse and receive payment of bills and notes payable to the corporation;

Further resolved, that the depository is authorized to pay any such instruments so endorsed and presented to it for payment, including those drawn to the individual order of any officer or any other person authorized to sign the instruments; and

Further resolved, that the Board adopts the form of any banking resolution required by the depository if (1) in the opinion of a non-officer of the Corporation, the adoption of such a resolution is necessary or desirable; and (2) the Secretary of the Corporation evidences such adoption by attaching to this consent copies of such resolutions, which will be deemed to have been adopted by this Board with the same force and effect as if originally attached to this consent.

Further resolved, that the authority conferred by these minutes shall remain in full force and effect until written notice of its revocation by the Board is received by the depository and that the Secretary is authorized and directed to deliver to the depository a certified copy of this resolution and to certify to it the true and correct signatures of the above-named officers.

Tax Exemptions and Charitable Registration

The Chairperson announced that the next order of business was the matter of obtaining tax exemptions for the Corporation and of registering the Corporation as a charity in New York State.

Upon motion made, seconded and unanimously approved, it was:

Resolved, that the Corporation shall apply for recognition of tax-exempt status as a public charity under Section 501(c)(3) of the Internal Revenue Code and under applicable provisions of the laws of the State of New York where it conducts business;

Further resolved, that the Corporation shall register as a charity with the Charities Bureau of the New York State Attorney General's office;

Further resolved, that the appropriate officers of the Corporation are authorized to take such actions and execute such documents as they deem necessary or appropriate to carry out this resolution; and

Further resolved, that if the Corporation lacks sufficient funds in its treasury to pay the user fees associated with the applications, that any director may advance the funds required to pay the fees and thereafter be reimbursed, without the payment of any interest, at the earliest time practicable for the Corporation to effect reimbursement.

Review of Corporate Governance Issues

The Chairperson stated that the next business to come before the meeting was the discussion regarding corporate governance issues and the fiduciary duties of directors and officers. Stephen Falla Riff discussed corporate governance issues and explained the fiduciary duties of loyalty, care and obedience. Mr. Falla Riff also answered questions related to these matters and agreed to provide further guidance, if necessary.

There being no further business before the Board, on motion duly made seconded and unanimously approved, the meeting was adjourned at 7:05 p.m.

Respectfully submitted,

By:

Secretary

Dated: September __, 2007

Approved on October __, 2007

By:

Chairman

