

# Minutes

Meeting of the Gratia Plena Initial Board of Directors  
Saturday, April 7, 2012  
Fuzzy's Pizza & Cafe

- Meeting was called to order at approximately 1:30pm with Dr. Ken Buckle, Dr. Rosemary Duffield, and Mr. Michael Simko attending. Dr. Ken reviewed the proposed agenda.
- Election of Gratia Plena Initial Officers.
  - Dr. Ken Buckle was elected President (votes of approval from Dr. Rosemary and Mr. Simko, w/ Dr. Ken abstaining); Dr. Rosemary was elected Vice-President (votes of approval from Dr. Ken and Mr. Simko with Dr. Rosemary abstaining), and Mr. Simko was elected Secretary (votes of approval from Drs Ken and Rosemary, with Mr. Simko abstaining).
- Adoption of Gratia Plena Bylaws.
  - Approved with all in favor, and document signed.
- Authorization of Gratia Plena filing Form 1023 for a 501(c)(3) application.
  - Approved with all in favor. Dr. Ken will complete the work and file it.
- Authorization for the Filing of State Tax-Exemption Applications.
  - Approved with all in favor. Dr. Ken notes that this will be pending IRS approval of tax exempt status.
- Approval of the Establishment of the Principal Office for Gratia Plena.
  - Dr. Ken proposed 3 Sugar Creek Center Blvd. as the principal office with a one year lease signing at a reasonable rate. He notes the strategic location using a map of 5 Catholic Churches in the vicinity, as well as the convenience of being near freeways. Approved with all in favor.
- Banking:
  - Selection of a Bank.
    - Dr. Ken proposes Encore Bank. He notes that it is local and will not charge Gratia Plena a fee since it is a new and small non-profit.
  - Authorization for the Opening of an Account.

Dr. Ken proposes the opening of a simple checking account to conduct business (make deposits and pay vendors).

- Authorization of Check Signers.

Dr. Ken proposes that he can be the only check signer for now. He plans to see an accountant or bookkeeper, who could then be added by board vote to be a secondary signer. These three banking issues were approved with all in favor, with Dr Ken abstaining from the vote to make him check signer.

- Authorization for Reimbursement:

- Incorporation and Filing Expenses.
- Start-up and Operations Expenses.

Dr. Ken provided a handout showing the start-up expenses he has incurred thus far. He asked for approval of Gratia Plena to reimburse these expenses. Approved by Mr. Simko and Dr. Rosemary, with Dr. Ken abstaining.

- Establishment of Salary for Dr. Ken.

Dr. Ken showed documentation showing national average salaries for psychologists, and proposed a salary for Dr. Ken at this level (\$54,000 annually to begin when Gratia Plena begins to generate enough income to afford paying the salary). Approved by Mr. Simko and Dr. Rosemary, with Dr. Ken abstaining.

- Selection of an Accountant/Auditor for Gratia Plena.

Dr. Ken proposed that he begin shopping for an accountant for Gratia Plena consultation and to investigate whether or not an audit would be required. Approved by all in favor.

- Authorization for Obtaining a Nonprofit Mailing Permit for Gratia Plena.

Dr. Ken proposed obtaining a nonprofit mailing permit for Gratia Plena for marketing and fundraising purposes. Approved by all in favor.

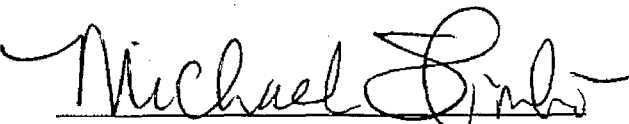
- Authorization of Plans for Formation of 2 New Gratia Plena Boards:

- Operations (Advisory).
- Fundraising

Dr. Ken proposed that the initial board would be replaced (by vote) by a formal Operations or Advisory board which may include probably 5-10 individuals. He also suggested that a separate committee or board could

be formed dedicated solely to fundraising activities. Dr. Ken would interview candidates for board positions. Approved by all in favor.

- Insurance:
  - Approval for Selection of Insurance Broker.
  - Approval for the Purchase of Professional Liability Coverage for Dr. Ken.
  - Authorization for the Purchase of Directors/Officers Liability Coverage.  
Dr. Ken proposed that insurance coverage be obtained to protect Gratia Plena, namely professional liability insurance to cover the mental health services, and Board of Directors insurance once the formal board is created. Dr. Ken agreed to investigate and secure this insurance.  
Approved by all in favor.
  
- A date for a next board meeting was not set.
  
- Dr. Ken adjourned the meeting at approximately 3:45pm, and thanked the attendees for their service.

  
Minutes by Michael Simko, Secretary