



Willits Economic Localization

Coordinating Committee Meeting Minutes January 29, 2007

Attendees: Jason Bradford, Marc Grail, Ron Greystar, Suzie Gruber, Freddie Long, Rachel Olivieri, Ron Orenstein, Liam UiCearbhaill, Brian Weller, Mary Zellachild

Facilitator: Liam UiCearbhaill

Check In

Additions to the Agenda

Recognition of Claudia Reed – Rachel

Rachel proposed that we send a letter of appreciation to Claudia Reed for all of her coverage of WELL. The Committee agreed unanimously.

Subcommittee Reports

WGF Grant Status Update - Suzie

Suzie reported that WGF was fine with WELL changing its fiscal sponsorship. She also reported that Scott Denman is proving to be a great resource for WELL and he is quite engaged in what WELL is doing. He also stated that Scott Denman is a rail buff and Brian will connect Richard Jergenson with Scott Denman.

Earthmind – Rachel

Rachel reported on the first Earthmind board meeting. The board members were appointed. The minutes are attached. An MOU between WELL and Earthmind has been drafted. Freddie reviewed the 7% fee on contributed income and not on earned income (money from events & membership dues). Discussion ensued about these categories. Rachel stated that at the February 5th plenary the fiscal sponsorship change to Earthmind will be explained and a straw vote will be taken regarding this transition to see if there is any concern. Liam stated that it makes sense for Michael Hackleman to attend the February 5th meeting. Liam noted that Suzie was recognized as a Corporate Member in order to be a check signer and conduct business on Earthmind's behalf. Freddie reported on Earthmind opening a bank account and stated that Earthmind needs to file a fictitious business name statement.

Freddie proposed that WELL adopt the fiscal sponsorship agreement with Earthmind. The proposal passed unanimously.

Structure Vote – March 19

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org



Willits Economic Localization

At this meeting we will describe two options: a) WELL remains fiscally sponsored by Earthmind or b) Earthmind and WELL become one organization.

Marc asked if the CC had formally agreed to move towards 501(c)(3) status. Freddie reviewed the liability issue. Marc questioned where the CC should review the 501(c)(3) pros and cons list that Suzie had created. Suzie stated she wants the CC to be aware of the responsibilities and choices it is making on behalf of WELL. Jason stated that the CC is way more active than most boards are. Marc suggested we postpone a CC structure recommendation vote until a future CC meeting. Liam suggested that we tell the plenary at the February 5th meeting that the CC will discuss the structure issue and vote on a recommendation that will be taken to the plenary at the CC meeting on February 12, 2007. Suzie stated she will include this information in the next newsletter.

A proposal was made that the Admin team work out the language of the straw poll on February 5. The proposal passed unanimously.

REDI/WELL Rent Negotiation – Suzie

Suzie reported that REDI has not decided whether or not they want WELL to continue to share space with REDI. She requested that Janet Orth provide a proposal as soon as REDI makes an internal decision about their priorities. She recommended that we wait four weeks for REDI to create a proposal.

Media TV Project – Brian & Ron G.

Brian reported on the progress of the TV project. He stated that about twelve shows will be created with the intention of celebrating the spirit of WELL within the community through an interview format. Discussion ensued about who might be interesting guests. Marc acknowledged Ron G. for putting effort into the Media team and the rest of the team for their efforts. Ron G. stated that this project will require a budget. Liam stated that the subcommittee will make a proposal.

RLNC Reloaded Status – Brian

Brian stated that he spoke with Mendo Vision. He has received partial feedback on the proposal. The consensus so far is that a one day event is possible but not a residential weekend. Brian queried the possibility with Brooktrails that we reduce the event to one day and is awaiting an answer. Liam noted that RLNC was mentioned at the last Willits City Council meeting. Suzie wondered if it would be possible to have a facilitated dialogue with others who attend that are also trying to localize their communities about what is working and what is not in their efforts. Liam queried about whether people from outside Mendocino County would be invited to the event that Brian envisions. Brian said no that would not be possible. Brian recapped the two possibilities: a) Mendocino County – centric and outside folks are not invited or b) RLNC Reloaded where people come from

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org



Willits Economic Localization

all over. Brian stated that he cannot spearhead the second option. Marc expressed concern about creating a quality event in the time remaining. Freddie urged that Brian is bringing a group of people together who can help us organize the event. Brian recapped the current state of the planning process. Jason suggested that if the Mendo Vision idea falls through, WELL could hire someone to help pull off a different event if necessary. Liam expressed appreciation for Brian's efforts and recommended that we have a plan C for this event. Suzie proposed that plan C be a facilitated discussion about how the localization process is going. Liam requested that Brian provide an e-mail update this week on whether the Mendo Vision concept will proceed.

CC Elections – March 19 – Suzie

Suzie reported that WELL is slated to have its next Coordinating Committee election on March 19th. Consequently, candidate statements will be due on February 19th. Ron Orenstein, Ron Greystar and Brian Weller stated that they do not want to be on the Coordinating Committee after March. Marc Grail also stated he does not want to continue on the Coordinating Committee. Jason stated he will stand for re-election in March.

February & March WELL Calendar - Suzie

Suzie described the February calendar as it stands. There will be a plenary on February 5th and Carol Cox will speak on February 19th. She then described the possibility of holding Elder Talk III on March 12th rather than a plenary event on March 5th. The Coordinating Committee agreed. Suzie and Liam also discussed the possibility of holding an event in April where we discuss disaster preparedness. Ron suggested that we hold an event on how to form neighborhood groups.

Food Event – Mary

Mary described the possibility of holding an event where the food producers, both meat & produce, come to together to discuss how they can stay in business here in the greater Willits area. Mary reported that Cyndee Logan is very enthusiastic about the idea. Cyndee and Patty Bruder will discuss how to encourage the producers to come. Cyndee said that Willits Action Group will co-sponsor the event. Liam wondered if the event should include landowners who are not currently producing food. Mary felt that this event is more focused on current production and that there could be a future event with the landowners. Brian stated that the Noyo Food Forest would likely be interested in attending. Liam proposed that WELL co-sponsor this event. The committee agreed unanimously.

WELL Job Description - Suzie

Suzie presented the revised WELL job description for Operational Facilitator. Liam proposed that the CC accept this job description as the primary job

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org



Willits Economic Localization

description for WELL. The Coordinating Committee approved the job description unanimously. Freddie proposed that we post the job description to seek candidates.

CC Potluck

The CC Potluck has been rescheduled for February 20th at Jason's house.

Check-Out

Next Meeting — February 12, 2007
Facilitator – Jason Bradford



Willits Economic Localization

EARTHMIND

BOARD MEETING MINUTES

1/23/07

ATTENDEES: Michael Hackelman, Liam UiCearbhaill, Freddie Long, Rachel Olivieri, Mary Zellachild

GUESTS: None

NOTE TAKER: Rachel Olivieri

AGENDA

Michael Hackelman called the meeting to order.

Appointments by Michael Hackelman of new board members as follows: Liam UiCearbhaill, Freddie Long, Rachel Olivieri, and Mary Zellachild - All duly nominated and all accepted nominations.

Liam nominated Michael Hackelman to be President of Earthmind. Mary seconded Liam's motion. The decision was unanimous. Michael nominated Liam as Vice President. Mary seconded the motion. The decision was unanimous. Michael nominated Rachel as Secretary, Liam seconded the motion. The decision was unanimous. Mary nominated Freddie as Treasurer, Rachel seconded the motion. The decision was unanimous. Mary is a member.

Michael Hackelman, Earthmind President, welcomed the new Earthmind Board.

Liam read the **Three Legal Duties of Directors in an Incorporated Organization**. They read as follows:

Duty of Care - A director must take care of the organization. This means that an uninformed outsider would make the same decision as a board member given the same set of facts. The director has a legal duty to stay well informed of the organization's activities.

Duty of Loyalty - A director must avoid legal and fiduciary conflicts of interest when acting as a board member. Michael K. believes that additionally non-profit board members should be aware of ethical conflicts of interest as well. The corporate bylaws must include a conflict of interest statement. Specifically, directors are obligated to champion the best interests of their organization, rather than personal interests. In the context of charitable organizations, that constituency is deemed to be the segment of the public that the charity is intended to serve, according to its stated purposes.

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org



Willits Economic Localization

EARTHMIND

BOARD MEETING MINUTES (Cont.)

1/23/07

Duty of Obedience - A director must ensure that the organization obeys all applicable laws and regulations.

An MOU between Earthmind, the fiscal sponsor, and WELL, the program, was discussed in detail beginning with a generic-based standard MOU that was tailored to fit the specific requirements relative to the Earthmind/WELL relationship as understood by the board. After much discussion of agreement details, and red-lining of the generic document, Freddie determined to incorporate all of the changes, clarifications or corrections that were discussed in committee and send the results to all members for further comment and suggestions and the finalized document to be included in these minutes.

It was determined that Earthmind's physical mailing address would be: Earthmind, Michael Hackelman c/o Freddie Long, 26551 Ridge Road, Willits, California, 95490. A Post Office Box was discussed and it was determined that the current waiting period is approximately two months before one is available for rent (cost of \$40).

A discussion ensued regarding the rate or fee that would be charged to any program that used Earthmind's 501c3 as an umbrella. Although the range of rates could vary between seven percent up to fifteen percent, it was determined that a relative flat rate be determined and charged to the specific program WELL after rejecting the possibility of assuming WELL's administration cost. Freddie entered the following motion: The rate of seven percent of all grants and contributed income to the program, WELL, represents the fee to Earthmind. Further, it was determined that the effective date would begin when the (Fiscal Sponsor Agreement) MOU was signed by both parties, Earthmind and WELL. The motion was seconded by Michael. The motion carried unanimously.

It was determined that at WELL's next plenary, February 5, 2007, that a straw vote would be taken by the general membership for notification and support of the change in fiscal sponsors from REDI to Earthmind.

Moreover, at the WELL's Quarterly Meeting scheduled for March 19, 2007, Michael Kisslinger will be in attendance to answer questions and/or present our case for merging. The two proposals would be (1) to continue as a sponsored group under Earthmind's 501c3 or (2) for WELL to assume the 501c3 status of Earthmind as doing business as (dba) WELL. Being incorporated as a 501c3 protects WELL members from the individual liability that exists for us as an "unincorporated association" which, according to Michael Kisslinger is what WELL is under based on our current governance

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org



Willits Economic Localization

EARTHMIND

BOARD MEETING MINUTES (Cont.)

1/23/07

circumstances and also allows us to seek funding from granting organization and individuals.

Earthmind's board meetings, minutes, and discussions will be disclosed to WELL as an agenda item reported during regular WELL Coordinating Committee meetings and those discussion/reports will be reflected in the CC minutes.

Freddie presented the motion to compensate Michael Hackelman, President of Earthmind, for all of his diligent work bringing about the opportunity of reactivating Earthmind's 501c3 on behalf of Michael's projects as well as WELL's projects. Rachel seconded the motion and the motion carried unanimously.

The details regarding the Statement of Information required by the Secretary of State to reactivate the 501c3 was discussed. Freddie will be completing the form for submission. Liam made the motion to refund Freddie the non profit filing fee of \$20 for the non-profit reactivation process. Rachel seconded the motion and it carried unanimously.

Opening a bank account was discussed. Freddie presented the motion to employ the Bank of Willits and to require one board member signature for expenditures up to \$500 dollars. For expenditures over \$500 would require two signatures of EM board members. Michael seconded and the motion carried unanimously.

In the interim, Earthmind records will be kept at REDI office.

Liam presented the motion that the Treasurer, Freddie Long, be empowered to disburse funds as required to process and reactivate the 501c3 without signatures. Rachel seconded the motion and it carried unanimously.

The next meeting is scheduled for Tuesday, February 6, 2007 at 6:30 pm. The meeting will convene at Mary's.

75 N. Main St. #234, Willits CA 95490
707.459.1256 - phone
707.459.0366 - fax
well@redinet.org