

**Rotary Club of Portland**  
Board of Directors  
Meeting Minutes  
August 25 2023 at 1:30 PM

**Board members in attendance:**

Dick Hall – President Elect and Treasurer, John Thompson – Vice President, Tom Nickerson – Secretary, Jake Bourdeau - Sgt-At-Arms, Ben Millick – Director, Quinn Slayton – Director, Maggie McGauley – Director, Zachary Newell – Director, David Ertz – Director.

**Absent:** Patty Byers – President-Elect, Bruce Jones – Immediate Past President.

**Guests:** Roger Fagan, Liz Fagen, and Erik Greven.

**Business:**

With a quorum established, President Dick Hall called the regular meeting of the Rotary Club of Portland, Maine to order on August 25, 2023 at 1:30 PM.

**Approval of Minutes:**

President Dick Hall reported that the Minutes of the July 28, 2023 board meeting were approved and posted to the website within one week.

**Treasurer's Report:** *Hall*

Dick Hall (Club Treasurer) reported that the Treasurer report was distributed prior to the meeting. The Treasurer reported that only one member remains at risk of paying dues. All other members are current. No concerns have been raised regarding the auditor's ongoing review of last year's finances in preparation for filing the tax return.

The Treasurer report was accepted as distributed.

**Andrews Sq update; signage/dedication ceremony:** No update to report at this time.

**Funding for Bayside Trees:** President Hall reported that the planting of 25 trees will be scheduled for the Fall.

**New Member Approvals:** *Hall*

Dick Hall reported that prospective members are being announced in the Windjammer and no concerns have been raised.

**Flags for Heroes update:** *Newell*

The club is on track for 100 Heroes. The committee is looking at marketing ideas to broaden the appeal beyond club members.

**Other Business:**

Visioning – Patty Byers is looking to schedule a meeting with the District Chair, Aileen Dugan, for October. The Visioning Committee is considering holding the Visioning Event on February 15, 2024.

International Service – Centro de Protesis

Roger Fagan, Liz Fagan, and Erik Greven shared with the board that Centro de Protesis is in the process of forming a nonprofit organization to manage the project. The corporation is set up but is awaiting IRS 501 C 3 designation. The International Committee is requesting liquidation of all the restricted funds held by the Portland Rotary Club and to transfer those assets to the new corporation. John Curran (Board Chair of Centro de Protesis) and Graviel Nuel Jacobo (President and Founder of Centro de Protesis) have submitted a budget on how those funds would be used.

The board discussed the club's fiduciary responsibility and potential liabilities as the nonprofit fiscal agent for Centro de Protesis; all donations are made out to Portland Rotary and designated for the Centro de Protesis project. Historically, the club pays for project expenses as invoices and requests are made.

The board stated its support for the project and welcomed the news of the creation of a new organization. The board raised concerns about transferring all of the funds to the new organization because it has not yet received its 501 C 3 designation and would like to have an opinion from a tax attorney prior to liquidating the account and transferring the funds. President Hall will seek an appropriate opinion to report back to the board.

In the interim, until the board receives legal guidance, the board approved a \$2,000 advance for the travel of Graviel Nuel Jacobo with the requirement that receipts and/or an accounting report is provided at the conclusion of the trip. (John Thompson motion; Ben Millick second; unanimous vote). The board then voted to provide authorization to the Treasurer to pay any invoices or receipts submitted for direct expenses listed in budget categories provided in the August. (John Thompson motion; Zach Newell second; unanimous vote).

The board agreed to revisit the issue of transferring the remaining funds as soon as possible when legal guidance is provided. (See addendum below)

**Adjournment:** The meeting was adjourned by President Dick Hall at 2:45 PM. The next board meeting will be on Meeting on September 29, 2023 at 1:30 PM at the IHC.

Minutes submitted by: Tom Nickerson, Secretary

Approved by: Dick Hall, President

Addendum:

Dick Hall contacted former Portland Rotary Treasurer Scott Blakeslee and current District 7780 Treasurer Nancy Hawes for an opinion on the liquidation of the Centro de Protesis funds, by transfer to the new organization Friends of Centro de Protesis. Both Scott and Nancy advised that they saw no issue with the liquidation.

By email, the following motion was accepted by (10) Board members, and (1) member did not respond due to travel.

**Convert the \$2,000 travel advance to a direct donation to Friends of Centro de Prótesis and donate the \$26,983.03 full balance currently held in trust in the Portland Rotary Charity Account to Friends of Centro de Prótesis. The funds will be transferred by check and deposited directly into the Chase Bank account.**

Dick Hall notified the Board that the funds have been liquidated by checks made out to Friends of Centro de Protesis.