

Greater Works MinistryTNT

**5:30 PM, THURSDAY - OCTOBER 29, 2020**

 VIA ZOOM

[https://us02web.zoom.us/j/81234669388](https://www.google.com/url?q=https://us02web.zoom.us/j/81234669388&sa=D&source=calendar&usd=2&usg=AOvVaw2TkRFxhMHlvCp7BG7Z-NtG)

Nashville, Tennessee

**MINUTES**

**ATTENDANCE:**

Cheryl Jett Norma Powell James Stewart

R. Elaine McDonald Jim Vittek Rev. Roosevelt Walker

**WELCOME Board Chair Cheryl Jett**

Board Chair, Chair Cheryl Jett, called the Board Meeting to order at 5:32 PM on Thursday, October 29, 2020, via Zoom. She welcomed the newest members Rev. Roosevelt Walker and Dr. James Stewart and asked them to introduce themselves.  Pastor Walker introduced himself and shared he has pastored for 16 years in an urban Nashville area at Faith United Missionary Baptist Church.  Dr. James Stewart shared he is a retired faculty member of Tennessee Tech University in Communication Studies and was an associate minister of Norma Powell's husband.

**APPROVAL OF MINUTES Board Chair Cheryl Jett**

Cheryl Jett called for corrections or a motion to the minutes of the October 8, 2020 Board meeting. Dr. James Stewart made a motion to approve the October 8, 2020 minutes as presented. Dr. Jim Vittek seconded the motion. There being no discussion, the minutes were unanimously approved.

**VACANT BOARD** **POSITION Board Chair Cheryl Jett**

Board Chair Cheryl Jett said that the treasurer would be responsible for managing finances of the organization, signing off on all contracts and grants, presenting an annual financial report to the board, and would be supported by a financial consultant. After the floor was open for discussion, the decision was made to solicit others for the treasury position, so Resolution GWM 2020-01 authorizing appointment of officers of the board of directors was not voted on. Once a person has been recruited for the treasurer position, the Board agreed to approve both a resolution for the treasurer position and Resolution GWM 2020-01 via email.

**ADOPT THE ARTICLES OF INCORPORATION CEO, Dr. Norma Powell**

Norma Powell explained that the Articles of incorporation are a legal document that acknowledges the creation of a corporation. She expounded that the effective date is 9-9-2020 and in consideration of growth we may seek to collaborate with other nonprofits and at the board’s discretion have internships or volunteer opportunities. Further explained was that the Greater Works Ministry TNT is a nonprofit entity and must abide by charitable and educational guidelines of IRS.

Norma Powell recommended four corrections to the document: Article 5.2 - Include all names of board members, Article 9 - Add a period at the end of sentence, Article 11 - update date from October 8, 2020 to October 29, 2020, and update names and addresses of board members on last page.

Pastor Walker made a motion to adopt the Articles of Incorporation as presented. Dr. Jim Vittek seconded the motion. There being no discussion, the Articles of Incorporation were unanimously approved with the understanding that names and dates would be updated.

**ADOPT THE ORGANIZATION’S BYLAWS CEO, Dr. Norma Powell**

Norma Powell provided an extensive overview of the bylaws and expressed that the purpose of the bylaws were to serve as the rules and procedures that govern the operation of an organization. The overview included: Article 2.02 – the corporation has the power, directly or indirectly, to do any and all lawful acts recognized under the 501(c)3 exemption, Article 4.03 - the board of directors shall serve a two year term, Article 4.07 – the directors may convene regular, special, or waiver of notice meetings, Article 4.08 – quorum is necessary for the board to transact business, Article 4.09 – board members shall not receive compensation, but may receive reasonable reimbursement (travel, conferences, etc.), Article 5 – designated committees shall consist of two or more board members/The Board of Directors may use emails to approve actions as long as a quorum of the board gives consent, Article 6.01 states board chair, secretary, and treasurer are required by law, Article 7.01 – except resolutions, all contracts and other agreement must be signed by the treasurer, Article 8.05 – bylaws may be amendment as needed by a majority vote by the board, Article 11 – transparency to the public will be demonstrated by posting supporting documents on corporation’s website, Article 12.01 – Board of Directors are encouraged to practice high standards of business.

Norma Powell recommended three corrections to the document: Article IV 4.01 to change 15 directors to 12 directors, Article 6.02 to change one-year term of office to two-year term of office, and change the date on the last page to October 29, 2020.

Dr. Jim Vittek made a motion to adopt the Greater Works Ministry TNT’s bylaws as presented. R. Elaine McDonald seconded the motion. There being no discussion, the bylaws were unanimously approved with the understanding that aforementioned corrections would be updated.

**RESOLUTION GWM 2020-02 OPENING A BANK ACCOUNT Board Chair Cheryl Jett**

Board Chair Cheryl Jett shared that Resolution GWM 2020-02 was about opening a bank account for Greater Works Ministry TNT. Optional banking information was provided in the board member’s packet and Cheryl opened the floor for discussion. After discussion, Pastor Roosevelt Walker made a motion to open a bank account at First Horizon Bank. Dr. Jim Vittek seconded the motion. There being no discussion, the motion was unanimously approved.

**ADOPT THE CONFLICT OF INTEREST POLICY CEO, Dr. Norma Powell**

Norma Powell shared that the sole purpose of conflict of interest policy is to protect the 501c3 tax exemption of nonprofits making sure the company is appropriately being conducted according to IRS. Board members were informed that they have a duty to disclose any potential conflict and were asked to complete Conflict of Interest form.

Dr. James Stewart made a motion to adopt Conflict of Interest Policy and Agreement as presented. R. Elaine McDonald seconded the motion. There being no discussion, the Conflict of Interest Policy and Agreement was unanimously approved.

**STATUS OF 501(C)3 APPLICATION CEO, Dr. Norma Powell**

Norma Powell stated that the 501(c)3 application is extensive and she shared excerpts of the document. Among the pages, activities of Greater Works Ministry TNT, fundraising activities, and the budget were reviewed. Upon completion of the application, the document will be shared will all board members via email for review.

**OTHER BUSINESS – BUSINESS PLAN CEO, Dr. Norma Powell**

For the next meeting, Greater Works Ministry TNT’s business plan will be discussed. Next meeting is scheduled for December 3, 2020 at 5:30 p.m. (CST)/6:30 pm (Ohio time).

**ADJOURN**

Meeting adjourned at 5:43 p.m.