

**Chinese Consolidated Benevolent Association of New England (CCBA)  
Board Meeting Minutes**

CCBA Board Meeting Minutes (Second Meeting)

Date: March 02, 2004 (Tuesday) 7:00 PM

Place: CCBA Conference Room

Chair: Roman Chan

Recorded by: Tommy Gee, Winnie Leung

Attendance: (See Recorded Document for Signatures)

(I) Announcement:

(1) The meeting started at approximately 7:10 PM. The president, Roman Chan, welcomed all the attended delegate directors.

Roman announced that he invited Dr. Tom Chung to conduct a 30 minutes seminar on Robert's Rule. He introduced Dr. Tom Chung to the group. Dr. Chung then explained, due to time limits, that he would only discuss some key points on how to run a Board Meeting. Please see attached handout for details. A Booklet "The Attorney General's Guide For Board Members of Charitable Organization" by Scott Harshbarger was circulated to all the directors. The booklets were available in both English and Chinese.

(2) Roman asked Tommy to reiterate the notes from the 01/12/04 CCBA Board Meeting. The group made a few amendments and the meeting minute was accepted unanimously. He informed the directors that the meeting minutes would be mailed with the meeting notice next time. Due to time constraint, it was not mailed this time.

(3) Attorney General updates

Roman, Rosemary, Winnie, Hung, Peter Chan and Paul Chan attended a meeting with Jamie Katz, the Assistant Attorney General on Jan 26. CCBA agreed to give him a status report on February 17, which was submitted and received by Katz's office. Further, we agreed that we didn't need to hire an interim CEO for CCBA at the mean time. At the meeting, we were informed that the AG would appoint a CPA to conduct an audit on CCBA's financial status. The Status Conference with the AG and court was postponed to April 9, 2004.

(4) Roman reported that Karen Kan and Kwan Li Wah closed the Senior Program account on 12/31/03. They were contacted and requested to return the balance to CCBA. The amount is reported in the Treasurer's report.

Other activities were being organized at the 90 Tyler St. building:

- Saturday/Sunday Senior Dancing Program
- Ping Pong Program
- A+ Program
- Free Tax Consultations
- Tufts Outreach Program

(5) Committees Updates

**By-Laws Committee:**

Tommy reported that the first meeting was held on Feb 3. They gathered some comments and data from each member. A current by-law in English and Chinese were given to each member. The next meeting is on March 16, 2004, the third Tuesday of every month. Due to a snowstorm on March 16, the next meeting has been re-scheduled to March 24.

**Asset Management Committee:**

Winnie reported that two meetings were held on Jan 28 and Feb 25. Please see attached reports from both meetings for details. The next meeting is on March 31, 2004, the last Wednesday of every month.

**Tai Tung Village Management Committee:**

Winnie reported that two meetings were held on January 19 and February 17. Please see attached reports from both meetings for details. The meeting is set at the third Wednesday of every month. Due to conflicts, the March meeting is being rescheduled to March 30.

**Treasurer Committee:**

Rosemary reported that the first meeting was held in February. Please see attached Treasurer report for details. The next meeting is on March 11.

(II) Agenda:

(1) Rental Price Structure of 90 Tyler Street

The Asset Management Committee made a motion to vote on the following guideline:

\$20.00 per hour for regular size classrooms

\$30.00 per hour for auditorium

A discount will be applied for all non-profits organization.

A discount will be applied for all long-term lease tenants.

The motion was accepted unanimously. Roman reported the following leases need to be renewed:

I.A.T.S.E.

Siu Cheung Wong

Aida Deng

Yong Ren

The Asset Management Committee proposed that we would increase the rent for IATSE from the current \$1900 to \$2300. The permission was granted to the committee to do negotiation with the Union office and to make final decision as long as it does not go below the \$2100 base line. The other terms and conditions will be the same as before.

A recruiting team will be formed to interview both Aida Deng and Yong Ren to Assess their credentials to teach ESL Program at the CCBA premise. Winnie will organize.

Siu Cheung Wong's lease was signed on December 31, 2003, which clearly violated the Conflict of Interest policy. The Asset Committee made a motion to make necessary adjustment on this lease. Theresa Tsoi and Che Chung Chi accepted the motion. The Board voted on and accepted the motion unanimously.

The above leases will be handled and negotiated by the Asset Management Committee and will be signed off by the President of CCBA.

(2) Executive Director

Roman announced that Mr. Jerry Chu had been hired as the acting Executive Director to assist with the day-to-day operation. Roman will form a committee to determine the job description, the parameter and the qualifications for the function of the CCBA Executive Director. Paul Chan made the motion to accept Jerry as the Acting Executive Director and allow the officers to be the recruiting committee to define the qualifications, the job functions and the parameter of the position. The motion was voted on and accepted unanimously.

(3) Contract with Bowers Management and legal council for Tai Tung

The extended agreement with Bowers Management was signed by Dick Wong and Joe Simmons on November 17, 2003. According to the records of meeting minutes from 2003, the board only approved an agreement for Bowers to conduct a feasibility study, but the board did not approve the new terms and length of the new contract. Roman made a motion to nullify and void the new extended contract signed on November 17, 2003 and the motion was supported by Albert Li, Che Chung Chi and Chu Chi Lup. The motion was voted on and accepted by the board. Roman indicated that we would follow up and writes a letter to Bowers Management to reinforce CCBA's position and rights.

Legal Council of Tai Tung Village

Roman informed the Board that he didn't feel the current legal council is looking out for the best interest of Tai Tung Village. Based on reviews of some of the written correspondence to tenants, Bowers Management may have used inappropriate languages with tenants, which may have jeopardized CCBA's position as landlord. In those circumstances, the legal council should have taken the position of giving Bowers Management the appropriate advice. Roman had spoken to 4 other lawyers in the area. They were Paul Yee, Gerry Fong, Richard Lu and Yee Man Bok. Paul Yee has the real estate experience and is interested in this assignment. The Tai Tung Village Management Committee made a motion to change legal council for Tai Tung Village and the motion was supported by Jack Yee, Peter Chan, and Yuk Doon Ng. The motion was voted on and accepted.

(4) CCBA Building Mortgage

**CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND**

BE IT KNOWN that a majority of the Directors in attendance at the regularly scheduled meeting of the Chinese Consolidated Benevolent Association of New England, Inc., a Massachusetts charitable corporation (the "Corporation") organized under G.L. c. 180, held at 7 p.m. on March 2, 2004 at 90 Tyler Street, a quorum of Directors being present, adopted the following resolutions:

RESOLVED: That the Corporation shall obtain a loan in an amount up to \$550,000 (the "Loan") at an interest rate of 1% per annum and with a term of thirty (30) years, all interest and principal to be due at the end of the 30-year term, from CI Associates LLC ("CI"). The Loan will be used to pay off the existing mortgage held by Abacus Federal Savings Bank on the property known as the Old Quincy School Building, located at 84-90 Tyler Street (the "Property").

FURTHER

RESOLVED: That the Corporation shall enter into and execute any and all documents necessary to obtain the Loan, including, but not limited to, executing and delivering (i) a Promissory Note at an interest rate of 1% per annum with a term of thirty (30) years, all interest and principal to be due at the end of the 30-year term; (ii) a Mortgage on the Property in order to secure the Promissory Note; and (iii) UCC Financing Statements to be filed with the Secretary of State's Office and the Suffolk County Registry of Deeds.

FURTHER

RESOLVED: That the Corporation will reimburse CI for any and all costs and fees, including reasonable attorneys' fees, associated with the making of the Loan to the Corporation, and any subsequent assignment of the Loan.

FURTHER

RESOLVED: That the President, the English Secretary and the Treasurer of the Corporation are hereby authorized and directed, for and on behalf of and in the name of the Corporation, acting singly or jointly, to execute and deliver all

agreements, certificates, documents and instruments, and to take such other actions as they, in their sole discretion, deem necessary and advisable in order to obtain the aforementioned Loan.

**FURTHER**

**RESOLVED:** That the execution and delivery by each of the aforementioned officers of the Corporation of any of the aforesaid instruments and other documents authorized in the preceding resolutions, and the taking by such officers of any acts in any way relating to the transactions contemplated thereby, shall be conclusive evidence of the approval by this Board of Directors thereof and of his or her individual authority to execute and deliver and take the same in the name and on behalf of the Corporation.

**FURTHER**

**RESOLVED:** That the Corporation acknowledges and agrees that, upon receipt of the Loan, the Corporation will release CI, the Chinese Investment Group, Inc. and the Chinese Investment Limited Partnership from any and all claims, losses, liabilities, damages, expenses and fees arising out of or in connection with the development of the One Lincoln Street project on Planned Development Area 35 within the City of Boston.

To be entered into the minutes of said Corporation.

Roman made the motion to accept this proposal. Michael Wong and Che Chung Chi supported the motion. The motion was voted on and accepted unanimously.

(5) Waterford

Winnie reported that CCBA has not been paid the management fee since 2001. Roman made the motion to transfer \$90,000.00 from the residual account into the operating account. The \$90,000 is coming from the residual escrow account. This is the account with US Bank and is used when the partnership needs money to pay fees, make repairs etc. The residual account is the only source. The \$90,000 will pay CCBA and Community Investments (Affirmative) fees for 2002 and 2003 and will also give us enough to pay Community Investments fees throughout 2004 (quarterly) and CCBA's fees for 2004 (in December).

**CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND**

Board of Directors Meeting

March 2, 2004

**PROPOSED VOTE:** That the Association authorizes the wire transfer of \$90,000.00 to the CCBA Limited Partnership Operating Reserve Account from the Residual Fund Escrow Account

as an Operating Deficit Contribution pursuant to its Guaranty in favor of CCBA Realty Corporation dated May 30, 1991.

PROPOSED VOTE: That the President, the English Secretary and the Treasurer of the Association, in each case acting singly, be and hereby are authorized to execute and deliver in the name and on the behalf of the Association, all such instruments, documents, certificates and agreements and to take all such further actions as may be required to carry out the intent of the foregoing resolution and obligations related thereto, the execution of any such instruments, documents, certificates and agreements and the taking of all such actions by the President or the Treasurer to be conclusive evidence that the same were authorized by the foregoing resolution.

Roman made the motion to accept the above proposal and it was supported by Paul Chan and Peter Chan. The motion was voted on and accepted unanimously.

(6) Ming Wei School

Ming Wei School made a presentation regarding their educational concepts and principals. Due to late hour, Roman decided to table this agenda until further notice.

(7) Parcel 24

Albert Li is officially representing CCBA in dealing with issues on Parcel 24. The board has decided that CCBA should continue to attend meetings at this time. However, since ACDC has already worked on the project for over a year, CCBA should take an observant and supportive role. CCBA is in full support of the project and may look at future opportunity to search for partnership possibility. Albert will continue to keep CCBA informed of any progress.

## 中華公所第二次全體議員大會記錄

日期：二零零四年三月二日（星期二）下午七時

地點：本會會議廳。

主席：陳仕維。

記錄：朱紹昌、雷玉霞。（朱紹昌根據雷玉霞之英文記錄翻譯及整理）

出席簽名：見簽名冊

報告：

（一）七時十分陳仕維主席宣布開會，並歡迎全體議員出席開會。

1. 主席介紹鍾倫納博士向與會人士認識，並由鍾博士向所有議員作「開會規則」之講座（詳情見鍾博士之講稿）。而前任麻州總檢察官所發出之「慈善機構董事指南」中英文本小冊也於當日發給所有議員。
2. 主席請中文秘書宣讀上一次之會議記錄，並得到全體通過。
3. 與檢察官辦公室會議情況。

一月廿六日陳仕維、余麗瑛、雷玉霞、阮鴻燦、陳建立、陳家驊與麻省副檢察官辦公室開會。中華公所於二月十七日向副檢察官報告，反映中華公所意見：我們不需要設行政總裁之職，並得到對方同意。但檢察官會另派核數師檢查中華公所之財政運作。至於檢察廳與中華公所的案件延期至四月九日舉行。

4. 主席陳仕維報告：簡潔英、關麗華兩女士於2003年12月31日注銷老人會之銀行戶口。陳主席要求她們將餘款交回中華公所。

5. 中華公所須要開展之公眾服務包括：

- A 老人跳舞班
- B 乒乓球班
- C 精英補習班
- D 免費報稅
- E 達芙牙科檢驗

6. 各小組簡報：

A 章程小組簡報：

- ①章程小組由召集人朱紹昌作簡報：報道第一次會議（二月三日）決定要求議員大會批准章程小組具有修改章程及審核會員資格之功能。並將中英文版章程分發各成員作為參考。
- ②章程小組決定每個月第三個星期二下午六時開會討論修章事宜。並通知傳媒，希望全僑提出書面意見幫助修改章程。

B 物業小組簡報：

由召集人雷玉霞簡報：物業小組已舉行兩次會議，分別是一月二十八日及二月二十五日。並決定每月之星期三開會（詳情見雷玉霞之報告）。

C 大同村小組簡報:

(由召集人雷玉霞簡報)大同村小組已開過兩次會分別是一月九日和二月十七日。並決定每月第三個星期三開會(詳情見雷玉霞之報告)。

D 財政小組簡報:

(由召集人余麗瑛簡報)財政小組已於二月開會,下次開會為三月十一日所有財政資料見余麗瑛之報告表。

(二) 討論事項:

(1) 中華公所大樓禮堂及各課室租賃價目之調整: (劃一收費)

一般課室每小時收費 \$20

禮堂每小時收費 \$30

慈善團體及長期租賃可有折扣此一議案經表決一致通過無反對。

主席提出下列租戶之租金應於調整: LATSE 工會、黃兆祥、鄧紅、任泳等所租賃之班房。

Ⓐ 物業小組提議工會所租之地方由現在之月租 \$1900 增至 \$2300 由物業小組與工會負責人接洽合同問題。唯底價不能低過 \$2100, 其它之條件依舊。經表決一致通過。

Ⓑ 物業小組會成立一個臨時小組, 審核鄧紅及任泳之教學資歷, 此事由雷玉霞負責。

Ⓒ 黃兆祥所租之班房未經議員大會授權, 故其租約不合法, 應予取消。李厚鵬議員動議由物業小組重新調整其租約, 謝中之議員附議, 經表決一致通過。

Ⓓ 所有租約由物業小組負責, 由主席批准執行。

(2) 行政主任問題:

主席要求議員大會通過聘請臨時行政主任, 陳家驊議員動議追認聘請朱自律為臨時行政主任。並允許中華公所職員組成「甄別小組」審核其資格及制定其工作範圍薪酬等。李厚鵬、陳日華兩議員附議, 經表決一致通過。

(3) 大同村管理公司問題:

Ⓐ 從上屆議員大會記錄 2003 年 11 月 17 日上屆主席黃兆祥先生及行政總裁周西民先生與大同村管理公司所簽之延期合約, 未經議員大會授權, 故為不合法, 陳仕維主席動議取消此延期之合約。李厚鵬、謝中之、朱自立三議員附議, 經表決一致通過。陳主席指出中華公所會將此表決通知大同村管理公司。

Ⓑ 大同村法律顧問問題:

陳主席指出目前大同村法律顧問與中華公所既無合約, 又未能好好維護作為大同村業主之中華公所之權益, 且將中華公所置於危險地位, 在如此情況下, 主席動議撤換目前大同村律師顧問, 而以對管理物業有經驗之余明達律師代之。此動議得到余積堯、陳建立、伍育俊三議員附議, 經表決一致通過。

(4) 關於中華公所大樓貸款問題。

陳仕維主席動議向「華人投資公司」英文為 CI 貸款 55 萬元(年息 1 厘即 1%三十年之後本利一次過還清。)償還向國寶銀行所借之款項(此款以中華大樓作抵押)此動議得到黃國威、謝中之兩議員附議, 經表決一致通過。(詳情以雷玉霞之英文記錄為準)

(5) 關於華福樓問題：

華福樓管理處會將屬於中華公所 2002、2003 年之管理費在短期內轉入中華公所一個日常運作之銀行戶口。主席動議接受此建議，陳家驊、陳建立附議，經表決一致通過。

(6) 二十四地段問題：

李厚鵬議員代表中華公所出席「二十四地段工程」開會，向議員大會作簡報。他以爲中華公所要繼續支持「二十四地段工程」並要爭取成爲股東。李厚鵬議員會將「二十四地段工程」之運作隨時向中華公所匯報。

(7) 關於明慧學校問題：

明慧學校代表向議員大會解釋他們辦學的宗旨，只因時間的問題陳仕維主席建議以後再作討論。10 時 45 分主席宣布散會。

[附注]：所有中華公所議員大會之會議記錄均以英文爲本。