

**NEW YORK YEARLY MEETING
BOARD OF TRUSTEES
MINUTES
May 24, 2018**

Present: Roseann Press (Clerk), Frederick Dettmer (Recording), James Whitely, Spee Braun, Keith Johnson, Dare Thompson, Laura Cisar (Treasurer).

The meeting opened with worship. The presiding clerk reviewed the agenda and welcomed the new member of the Board, Dare Thompson.

1. **Yearly Meeting Risks and Policies and Procedures:** Spee Braun and Laura Cisar reported on a meeting on April 25 among the General Secretary (Steve Mohlke), Clerk of General Services Coordinating Committee (John Cooley), Clerk of Witness Coordinating Committee (Mary Eagleson), Mary Hannon Williams (Assistant Treasurer), Frederick Dettmer, Laura and Spee to begin addressing the creation of policies and procedures for the Yearly Meeting's financial and legal activities. A financial procedures guidelines document is being completed and revised. A personnel/employee handbook is also in process of being drafted and revised, but is not expected to be completed by Summer Sessions. Spee alerted the group working on the employee handbook that Trustees would like to have the opportunity to review the final draft before the handbook is finalized. Discussion at the meeting also included initial consideration of a records retention policy, brand/trademark policies and related concerns. **Trustees approve forming a working group consisting of Spee Braun and Dare Thompson for Trustees, the GSCC Clerk (currently John Cooley), the Yearly Meeting Treasurer (currently Laura Cisar) and the General Secretary (Steve Mohlke) to oversee continuation of this work.**

A proposal came out of the meeting to engage a consultant to help with identifying risks and implementing policies, together with a request that Trustees help fund this engagement. *See* the attached proposed Scope of Work document. Trustees discussed the proposal and raised concerns regarding oversight of the consultant and administration of the project. The proposal calls for the General Secretary to be the point person interacting with the consultant, with a small leadership group overseeing the work. Trustees indicated that they are easy with the General Secretary serving as the point person as long as there are 1 or 2 Trustees intimately involved in oversight and proceeding with the project doesn't suffer delays, particularly given the General Secretary's substantial other commitments. **Trustees approve proceeding with a Request for Proposal for the consultancy, for the General Secretary to serve as the point person with the consultant and for the above-named working group to oversee this project.** Trustees anticipate that a Request for Proposal will be issued within 3 months.

2. **Contracts with NYYM:** Frederick Dettmer distributed a contract to retain a consultant to assist with developing a strategic outreach plan that was prepared by the working group undertaking the project. He summarized policy concerns arising out of the contract, particularly as to who signs agreements for the Yearly Meeting, who administers the agreement, ownership of the product of the project and similar general contract issues. **Trustees approve entering into the proposed agreement, with the modifications and additions proposed by Fred. Trustees further name Laura and Fred to work on**

creating “standard” policies and terms for Yearly Meeting contracts. Trustees anticipate that Fred and Laura will have product for consideration within 2 months.

3. **By-Laws Revision:** Frederick Dettmer explained proposed revisions to the By-Laws (attached) to accomplish 3 goals: (1) distinguishing officers of the corporation (Trustees) from officers of the Society (Clerk, et al. of the Yearly Meeting), (2) increasing the maximum size of the Board, and (3) reducing the length an appointment and the number of consecutive terms for Trustees. **Trustees approve increasing the maximum size of the Board from 7 to 10 Friends, and revising the length and number of terms for Trustees from 3 consecutive terms of 5 years each to not more than 2 consecutive full terms of 4 years each, not to exceed 10 consecutive years to accommodate partial terms. Trustees approve the proposed revised By-Laws with these specifications.**
4. **Legal Service:** Frederick Dettmer reviewed and answered questions regarding the proposal from Peter Phillips, Jr. to provide *pro bono* legal services (attached), and Fred’s proposal to provide legal counsel to the YM through “Friends Legal Cooperative” (attached). **Trustees approve proceeding with Peter Phillips, Jr.’s proposal and direct Frederick Dettmer to work out arrangements for working with Peter Phillips, Jr. and his law firm.**
5. **Financial Clerk’s Report:** Spee Braun reported on her recent activities. She noted that the steps to provide “view access” to the Friends Fiduciary Corporation account information to the Treasurer are in process and that she will take the necessary actions to remove the former Treasurer from the account.
6. **Updates:** Friends reported on developments in the projects they are working on. Keith Johnson reported on continuing issues relating to access to and use of the trustees’ page on the Yearly Meeting website. Keith also discussed his efforts to find a group that would be willing to oversee the maintenance of the Morris cemetery. He reported that Butternuts Meeting has agreed to oversee the maintenance of the Morris cemetery for one season and then meet in the Fall to determine if they are willing to do so permanently. Spee Braun reported on the status of obtaining the annual Accountability Reports from recipients of Trust grants and reminded Friends that the purpose of the Accountability Reports is to assure that grants are used for activities within the scope of the donor’s restrictions. Roseann Press reported on the progress in completing the sale of the Yorktown property and advised that attorney Stephanie Whidden, who handled the Plattekill transaction and already has provided some legal services relating to Yorktown, is expected to be engaged to represent us in the transaction. James Whitely reported on the Friends Fiduciary Corporation’s annual meeting and reviewed the FFC report on the performance of the Growth & Income Fund. Trustees then discussed the idea of diversifying where our investment portfolio is held and invested.
7. **Nominations:** Spee Braun reported for the Trustees’ Nominating Committee that Dare Thompson, who currently is serving the remainder of Peter Phillips’ term, will be re-nominated for a full term at summer sessions. **She also brought forward the Committee’s recommendation of Peter Close to serve as a Trustee. Friends approve.**

Spee also reported the Committee’s recommendations for officers of the Corporation and the Board of Trustees for 2018-2019, effective at the close of Summer Sessions, as follows: Roseann Press to serve as Clerk and Spee Braun to continue as Financial

Clerk. Friends approve. Spee noted that the Committee is still seeking Trustees willing to serve as assistant clerk (Vice President) and recording clerk (Secretary), and that they hope to have candidates to bring forward at our next meeting.

8. **Assistant Clerk Matters:** Roseann Press reported that the Trustee Accountability Reports Chart will be updated to have Dare Thompson replace Fred Dettmer as the responsible person for the Barrington Dunbar Committee and Black Concerns Committee. Trustees request that the Financial Clerk (Spee Braun) add an indication in her reports regarding funds available to committees of the name of the Trustee who is the accountability/transparency point person for each committee.

9. **Financial Clerk Matters:** Spee Braun reported that the Trustee Reserve currently has a balance of \$48,545.86. Trustees noted that funds likely will be needed for a number of ongoing projects, for which monies have not been allocated (or fully allocated), including closing costs relating to the disposition of the Monkton property and hiring a consultant to address risks, policies and procedures. Keith Johnson advised that Perry City Meeting has requested \$2,800 to help pay for painting the meetinghouse and that, even after accounting for the monies to be credited to the Meetinghouses & Properties Fund from the investment portfolio dividend to be disbursed in June, there will be insufficient funds available to make such a grant. **Trustees approve:**
 - a. **A grant of \$2,800 from the Meetinghouses & Properties Fund to Perry City Meeting for their meetinghouse painting project.**
 - b. **Transferring \$2,100 from the Trustees Reserve to the current account of the Meetinghouses and Properties Fund to help cover the cost of the grant to Perry City Meeting.**
 - c. **Transferring \$7,900 from the Trustees Reserve to our investment portfolio for the benefit of the Meetinghouses and Properties Fund, and directing Friends Fiduciary Corporation to purchase shares in its Growth & Income Fund with those funds.**
 - d. **Allocating \$15,000 of the Trustee Reserve for financial support of the proposed risks, policies and procedures project.**

10. **Mosher Fund:** Spee Braun reported on a meeting she had with members of the Mosher Fund committee, the Yearly Meeting Treasurer and Assistant Treasurer and a representative from Sessions Committee. The meeting began to address concerns raised by the fact that the committee has not been completely spending the monies it receives from Trustees and, as a result, is accumulating funds that were intended to be used to support the Fund's activities. Spee will meet with Mosher Fund members again at Summer Sessions to review the committee's plans for spending down the surplus.

11. **Mahlon York Fund:** Spee Braun reported that the Mahlon York Fund also is carrying over balances from year to year. She met with the Fund's committee and advised them that the monies received by the Fund, but not spent, may be reallocated by Trustees to other uses within the Yearly Meeting. Spee noted that the committee seems to be functioning better and

as a result she anticipates that the committee will be able to present recommendations to the Trustees on utilizing these funds.

12. **Sufferings Fund**: Spee Braun reported that she will be meeting soon with the Sufferings Committee to determine how the accumulating funds allocable to the Committee can best be utilized. She will report back at Summer Sessions.
13. **Schedule of Meetings**: Trustees will meet at the 2018 Summer Sessions, most likely on Friday after lunch. In addition we will meet on Sunday, September 30, from 11:30 - 4:30pm at a location yet to be determined. We may also meet via teleconference to address some of the open issues that have arisen at this meeting.
14. **501(c)(3) Group Application**: **Trustees approve pursuing applying to the Internal Revenue Service for a 501(c)(3) group exemption letter, which would be useable by all of the meetings, etc. under the care of the Yearly Meeting, as long as doing so will not have any potential negative impact on any constituent Meeting or worship group.** Frederick Dettmer is asked to investigate this and bring back a proposal for Trustees to consider at Summer Sessions.
15. **Insurance Matters**: Laura Cisar raised concerns about who is covered under the Yearly Meeting's Directors & Officers insurance, and whether there are Friends providing service to the Yearly Meeting who are not protected by the policy and thus may face legal/financial exposure. Keith Johnson and Laura will investigate the D&O coverage and report back at the September meeting.
16. **The minutes were approved.**

Roseann Press
Acting as Clerk

Frederick Dettmer
Recording

DRAFT April 25, 2018

SCOPE OF WORK
for _____, Consultant

1. OVERVIEW OF THE ORGANIZATION

New York Yearly Meeting (NYYM) of the Religious Society of Friends (Quakers) is comprised of more than 80 local meetings and worship groups, including a number of prison meetings and worship groups. Local meetings are organized into regional meetings, sometimes designated as quarterly or half-yearly meeting to indicate how often they meet to conduct their business.

The Yearly Meeting gathers as a body three times a year, in the spring and fall for a weekend rotating through the various regions, and for a week in the summer at Silver Bay YMCA on Lake George in the Adirondack Mountains, in Silver Bay, New York. The Yearly Meeting is so called because it traditionally met to conduct its business once a year.

The Yearly Meeting organization includes a large number of committees organized into four sections: General Services, Ministry, Nurture, and Witness. It also includes a number of staff and an office in New York City.

The Yearly Meeting is incorporated and, as per the by-laws, the **Corporation** exists principally (a) to foster the ministry, leadings and concerns of the Society; (b) to own, hold and administer the temporalities and property, real and personal, of the Corporation and the Society; (c) to receive, hold and administer property or funds received in trust by the Corporation or the Society; and (d) to serve as the employer of compensated persons serving the Society.

The **Society** exists principally (a) to worship together; (b) to gather in corporate discernment; (c) to build community among all its Members and their meetings; (d) to support the life of the Spirit in its Members and their meetings; (e) to prepare, revise and maintain *Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends*; (f) to bear witness in the world; and (g) to engage in any activity or foster any work that the Membership considers appropriate, including provision of funds and supervision for such common projects.

2. CONSULTANT RESPONSIBILITIES AND DELIVERABLES

The consultant will support New York Yearly Meeting in creating online a consolidated and complementary body of standard operational procedures (SOPs) covering the topics

listed in Section 3. The consultant will work under the direction of Steve Mohlke, General Secretary of NYYM. Specifically, the consultant shall:

1. Review existing materials and develop an outline of the SOPs for approval by the Trustees, General Secretary, and Clerk of General Services Coordinating Committee
2. For missing SOPs, develop a full draft in consultation with staff and volunteers and as directed by the General Secretary
3. Support approval processes for the draft SOPs as they are ready
4. Finalize each SOP in a format that is user-friendly, complete with hyperlinks

1. WORK ARRANGEMENTS

The consultant will work remotely through use of e-mail and telephone, and travel to the Yearly Meeting office in New York City and elsewhere in the NYYM geographic area for meetings when required.

The consultancy will begin on xxxx xx, 2018 and have an estimated duration of xx months.

2. LEVEL OF EFFORT

The estimated level of effort is up to xx days. The consultant will be paid \$xxx per day and their travel expenses will be fully reimbursed in accordance with NYYM's travel expense policy.

- EXAMPLE CONTENT -
NYYM POLICIES & STANDARD OPERATING
PROCEDURES (SOPs)

1. Introduction/Overview
2. Codes of Conduct
3. Legal, including contracts, MOUs, service agreements, building leases, litigation, photo/video consent ?
4. Personnel Handbook
5. Finance, including cash management, financial management, procurement ? insurance ? property management ?
6. Travel
7. Technology
8. Communications
9. Grants Management
10. Records Management

WordPerfect Document Compare Summary

Original document: C:\Users\fdett\Documents\NYYM - Trustees\By-Laws
Revision\ByLaws.Proposed 2018 Revisioins.Draft 1.18-4-23.wpd

Revised document: C:\Users\fdett\Documents\NYYM - Trustees\By-Laws
Revision\ByLaws.Proposed 2018 Revisioins.Draft 2.18-4-27.wpd

Deletions are shown with the following attributes and color:

~~Strikeout~~, **Blue** RGB(0,0,255).

Deleted text is shown as full text.

Insertions are shown with the following attributes and color:

Double Underline, Redline, **Red** RGB(255,0,0).

The document was marked with 8 Deletions, 10 Insertions, 0 Moves.

By-Laws of New York Yearly Meeting of the Religious Society of Friends, Inc.

Adopted by the Membership of the Corporation November 7, 2015

Amended by the Membership of the Corporation November 12, 2017

Further Amended by the Membership of the Corporation _____, __, 2018

Article I. Name, Principal Office and General Purposes

1. Name: The name of this Corporation is the New York Yearly Meeting of the Religious Society of Friends. It is incorporated under Section 15 of the New York Religious Corporation Law. For purposes of these By-Laws, the word “Corporation” refers to, and is limited to, the formal, temporal affairs of the Yearly Meeting under the care of the Trustees (*see* Article II, below); and the word “Society” refers to all of the ecclesiastical, theological and spiritual practices and activities of the Yearly Meeting and such of the temporal affairs as are not delegated to the Trustees.

2. Principal Office: The principal office of the Corporation shall be 15 Rutherford Place, New York City, New York, 10003.

3. General Purposes:
 - a. The Corporation exists principally (a) to foster the ministry, leadings and concerns of the Society; (b) to own, hold and administer the temporalities and property, real and personal, of the Corporation and the Society; (c) to receive, hold and administer property or funds received in trust by the Corporation or the Society; and (d) to serve as the employer of compensated persons serving the Society.

 - b. The Society exists principally (a) to worship together; (b) to gather in corporate discernment; (c) to build community among all its Members and their meetings; (d) to support the life of the Spirit in its Members and their meetings; (e) to prepare, revise and maintain *Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends*; (f) to bear witness in the world; and (g) to engage in any activity or foster any work that the Membership considers appropriate, including provision of funds and supervision for such common projects.

Article II. Board of Trustees and Officers of the Corporation

1. Appointment: The Members of the Society shall appoint no fewer than five nor more than *eight/nine/ten* Members of the Society to serve as Trustees of the Corporation. ~~Appointment~~Appointees shall ~~be for individual terms of five years each, with rotating dates of appointment so that one or two Trustees are appointed each year. Trustees are eligible for two successive terms of five years each~~serve staggered terms of four/five years each, and may be reappointed for a second consecutive four/five year term. At any meeting of the Corporation the Members may appoint Trustees to succeed those whose terms have expired, or to fill vacancies for unexpired terms. In addition, the Treasurer (*see* Article III, Section 5, below) shall serve as an *ex officio* member of the Board of Trustees.
2. Responsibilities: The Trustees shall be responsible for holding title to and administration of the properties, both real and personal, owned by the Corporation, and for the management of bequests and deeds of trust received by the Corporation in a fiduciary capacity. The Trustees shall also propound a Conflict of Interest Policy and a Policy for Related Party Transactions that comply with the requirements of New York Religious Corporations Law.
3. Officers of the Trustees: The Trustees shall appoint from their own number a clerk, an assistant clerk, a recording clerk and a financial officer. No employee of the Corporation shall serve as clerk of the Trustees.
4. Financial Officer: The financial officer shall oversee the receipt, disbursement, investment, reporting, record-keeping and accounting for funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, and shall report regularly to the Trustees with respect to such funds.
5. Officers of the Corporation: The clerk of the Trustees shall also act as President of the Corporation when the acts of such an officer are required. The assistant clerk of the Trustees shall also act as Vice President of the Corporation when the acts of such an officer are required. The recording clerk of the Trustees shall also act as Secretary of the Corporation when the acts of such an officer are required. (The Treasurer (*see* Article 3, Section 5, below) shall also act as Treasurer of the Corporation when the acts of such an officer are required.) ~~The financial officer shall oversee the receipt, disbursement, investment, reporting, record-keeping and accounting for funds held by the Corporation in trust, or otherwise entrusted to the~~

~~management and supervision of the Board of Trustees, and shall report regularly to the Trustees with respect to such funds. No employee of the Corporation shall serve as clerk of the Trustees.~~

46. Meetings: The Trustees shall meet at such times as they may determine upon not less than 30 days' notice, or may fix by adjournment. Special meetings may be called by the clerk, or by the recording clerk upon the request of two Trustees. At least ten (10) days' notice of special meetings shall be given to each Trustee, and the purpose for which the meeting is called shall be stated. Notice requirements as set forth in this Article II Section 4 may be waived upon unanimous consent of all Trustees. The Trustees must meet at least once every year. Every meeting of the Trustees shall be minuted.
57. Quorum: A majority of the Trustees shall constitute a quorum for the transaction of business.
68. Reports: The Trustees shall report annually to the Society.
79. Limitations on Responsibilities and Liabilities: The responsibilities of the Trustees are limited to those set forth in Article I, Section 3(a) and Article II, Section 2, above. In particular, the Trustees are not responsible to the Society or to any person for the oversight of the Operating Budget of the Society, or for the retention, hiring, training or supervision of employees or volunteers who perform work on behalf of, and with the authority of, the Society.

Article III. Officers of the Society

1. Officers of the Society: The Society shall appoint the following Officers: Clerk, Assistant Clerk, Recording Clerks and Treasurer. It may also appoint other Officers as need may arise.
2. Clerk of the Society: The responsibilities of the Clerk are to conduct business sessions, see that the business is properly presented to the Society for consideration, and announce decisions when made. The Clerk keeps an accurate set of minutes, properly dated and signed, showing all matters discussed and actions taken. The Clerk carries out the instructions of the Society and signs documents on its behalf when necessary or appropriate. (All references in these By-Laws to the "Clerk" are to the Clerk of the Society unless otherwise specified.)

3. Assistant Clerk of the Society: The responsibilities of the Assistant Clerk are such as the Clerk may delegate. (All references in these By-Laws to the “Assistant Clerk” are to the Assistant Clerk of the Society unless otherwise specified.)
4. Recording Clerks of the Society: The responsibilities of the Recording Clerks are to write minutes of any business meeting of the Society, subject to the Members’ approval. (All references in these By-Laws to the “Recording Clerks” are to the Recording Clerks of the Society unless otherwise specified.)
5. Treasurer: The responsibilities of the Treasurer are to receive and disburse funds with respect to the Operating Budget of the Society; and to receive and disburse funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, in consultation with the financial officer of the Trustees and subject to the approval of the Trustees. The Treasurer keeps the account books of the Corporation in consultation with the financial officer of the Trustees and subject to the approval of the Trustees with respect to funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, and reports regularly to the Members of the Society. If Assistant Treasurer(s) are appointed, they shall also be Officers of the Society.
6. Officers shall be appointed by the Members of the Society at any duly noticed meeting of the Corporation.

Article IV. Membership

1. Designation: Members of the Society shall be those persons having made application to and been accepted into membership in any monthly meeting affiliated with the New York Yearly Meeting of the Religious Society of Friends.
2. Authority: The governing authority of the Society shall be vested in its Members. All decisions and actions shall be taken at duly noticed meetings of the Society by the process of seeking unity in the manner of Friends as may be set forth from time to time in *Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends*.
3. Attendees: Attendees are those who have not applied for and been accepted to membership in a monthly meeting, but who manifest a continuing interest in the life of the meeting or the work of the Society. Attendees are welcome to participate in the activities of the Society in such manner as may be discerned by the Members of

the Society, but attenders may not serve as Clerk, Treasurer or Trustee, or on the financial, advancement or nominating Committees of the Society. Decisions in meetings of the Society are made by Members only.

4. Limitations on Liability: No individual Member or monthly meeting shall be liable to the Corporation or its creditors for any indebtedness or liability of the Corporation, and any and all creditors of the Corporation shall look only to the assets of the Corporation for satisfaction of any debt, obligation or liability.

Article V. Meetings of the Corporation and the Society (“Sessions”)

1. Meetings of the Corporation: Any duly-noticed meeting of the Society for the conduct of business shall also constitute a meeting of the Corporation to the extent necessary or appropriate. The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Corporation.
2. Annual Meeting of the Corporation: The Annual Meeting of the Corporation shall take place at a time and place to be announced by the Clerk, ordinarily during “Summer Sessions” in July of each year. Notice of the Annual Meeting must be published at least thirty (30) days in advance.
2. Meetings of the Society: Meetings of the Society ordinarily occur three times a year (“Spring Sessions”, “Summer Sessions” and “Fall Sessions”). Additional meetings may be convened by the Clerk upon appropriate notice. Notice of a meeting of the Society must be published at least thirty (30) days in advance, and six (6) days in advance of any rescheduled meeting.
3. Business Placed Before the Meeting: At any meeting of the Society, Members may act upon any order of business properly placed before them, including seasoned concerns and necessary business that is placed on the Agenda by the Clerk.
4. Presiding Officer: The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Society at which business will be transacted.

Article VI. Committees of the Society

1. Committee Composition: The Society may create, from time to time, committees

whose purpose is to undertake designated work of the Society. Such committees shall be committees of the Society, not of the Board of Trustees. No such committee shall have the power to enter into contracts or to obligate the Corporation in any manner, except as the membership may delegate through its approval of the Handbook of the Society or the operating budget of the Society, or in some other fashion.

2. Committee Establishment and Operations: When the Society establishes a committee, it must also determine and approve a statement of its purpose and functions and provide adequate funding. All appointments to committees are to be made for a specified term. A current record of all committees and their membership shall be made available to the Members of the Society. No individual compensated by the Corporation may participate in deliberations on matters relating to his or her compensation.
3. Accountability: Members may, from time to time, authorize the expenditure of funds, other than funds held in trust, in furtherance of the work of committees of the Society. Committees of the Society shall be accountable to the Members for work that they undertake and funds that the Society entrusts to them.

Article VII. Indemnification

1. The Corporation shall indemnify any and all of its Trustees, Officers, employees or volunteers who perform work on behalf of, and with the authority of, the Corporation or the Society against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of having performed work on behalf of, and with the authority of, the Corporation or the Society, in the absence of gross negligence or willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled.

Article VIII. Amendments to the By-Laws

1. These By-Laws may be altered, amended or repealed by (i) the presentation of such proposed alteration, amendment or repeal before a duly noticed meeting of the Corporation for a first reading, and (ii) approval by the Members of the Society of such proposal at a second, separate, meeting of the Corporation.

From: Peter Phillips <fpeterphillips@gmail.com>
To: Fred Dettmer <FDettmer@aol.com>
Cc: Peter.Phillips <Peter.Phillips@dlapiper.com>
Subject: Legal Advice for NY Yearly Meeting
Date: Thu, May 17, 2018 5:52 pm

Dear Fred:

My son Peter, who is five years out of law school (NY Law School magna cum laude) recently joined DLA Piper as an associate in the corporate department. He reports that the firm imposes an obligation of 60 pro bono hours per year, and asked me for suggestions on how to fulfill that in a meaningful way.

Peter is open to proposing that New York Yearly Meeting Inc. become a pro bono client of the firm and that he be the point person in the relationship. I explained to him that the Yearly Meeting's legal needs tended to be contract review and occasional issues of corporate governance (bylaws). I did not mention real estate issues, being unclear whether that is an ongoing need of the Yearly Meeting.

I copy Peter on this email. Having made the introduction (Fred is head of the Trustees), I leave it to you both to pursue the opportunity as you deem appropriate.

Peter Phillips
146 Montclair Ave
Montclair, NJ 07042
(m) 973-868-3577

**Proposal to Serve NYYM
as Legal Counsel
(May 21, 2018)**

The Friends Legal Cooperative (“FLC”) is being formed to provide legal services to Quaker organizations upon request. For matters for which an FLC partner feels led to contribute his expertise and skills, the representation will be *pro bono* (with reimbursement of expenses). (Alternatively, for uncompensated services, fees can be offset with matching donations, depending on the tax implications and preference of NYYM.) For other matters, FLC will provide representation at (reduced) rates reflective of ability to pay, demands of the assignment, etc.

The initial members of FLC are Frederick Dettmer (Purchase Meeting), Brian Doherty (Purchase Meeting) and Peter Phillips (Of Counsel) (Cornwall Meeting).

We propose that the NYYM Board of Trustees engage FLC to serve as outside legal counsel. For at least the first year, FLC will provide counsel and services *pro bono* (with reimbursement of expenses, if any), with the exception of unanticipated matters arising during the year for which substantial legal time and efforts will be required (as to which the Board and FLC will jointly discern whether the charging/payment of fees is appropriate). Thereafter, annually FLC and the Board will jointly discern whether to continue the relationship for another year and, if so, on what terms. FLC understands that it may provide legal representation or service *pro bono* during the first year, if asked by the Board, for any of the following matters:

- Service as “General Counsel”, including attendance at meetings as requested;
- Providing contract review;
- Providing legal guidance to NYYM regarding programs to prevent discrimination, abuse, etc;
- Providing legal guidance to NYYM regarding employment law requirements, restrictions and prohibitions;
- Preparing and processing a 501(c)(3) group exemption application for NYYM;
- Providing general legal guidance to monthly/regional meetings, worship groups and other entities under the care of NYYM (“The Meetings”) on 501(c)(3);
- Providing general legal guidance to The Meetings for commonly recurring tax

questions, such as the tax implications of renting space within a meetinghouse, or of undertaking political activity;

- Providing legal guidance and forms to The Meetings regarding complying with state obligations relating to Conflict of Interest and Whistleblower policies.

The Board understands and agrees that FLC may identify NYYM as a client in FLC's outreach materials for as long as the relationship continues.

Your questions and comments are invited.