



## **Transcontinental Humanitarian Corp. Board Meeting**

**Board of Directors Minutes (Phone/Skype)  
April 12, 2010 start at 3:00 pm**

**Location:** California, Montana and Massachusetts

**Present:** A quorum was present. President: Kyle Ford, Vice President: Joe DeLuca, Treasurer and CFO: Andy Pogany, Founder and CEO: Omid Christopher Sorbi, Secretary: Cynthia Quispe

**Chairman:** Omid Christopher Sorbi

**Absent:** None

**Others present:** Jared Williams

**Call to order:** Meeting was scheduled to start at 3:00 pm but due to technical difficulties was not called to order until 3:24 pm by Mr. Sorbi. Mr. Sorbi presided.

### **Proceedings:**

1. Motion introduced by Mr. Sorbi to elect Jared Williams a director of the board with the office position of: Public Relation Officer (PRO)  
VOTE: seconded and passed by unanimous vote.
  
2. Review of past quarter activities and status by Treasurer, Mr. Pogany
  - A. Mr. Sorbi filed for Montana Annual report for 2009 and Federal EIN
  - B. Reviewed 501(C)(3) status application/Articles of Incorporation
  - C. Closed out and filed 2009 corporate taxes
  - D. Mr. Sorbi worked on website to set up donations function
  - E. Mr. Pogany worked on accounting software and studied accounting structure
  
3. Review of estimated financial projections by Mr. Pogany and Mr. Sorbi: \$60-\$70,000 estimate per year non-profit and donation of approx. \$40,000 to world hunger

- A. Discussed input/output
  - B. Review of current assets -\$5,845 in hard goods
  - C. Breakdown of expenses
  - D. Resolution: To open bank account at Wells Fargo for THC- board members need to sign, need copy of drivers license/ss# for all members of board to open bank account.
4. Questions from board members:
- A. Mr. Deluca-reviewed lodging figures
  - B. Mr. Ford-Requested confirmation/Review of Corp. worth-non-cash assets \$5845 and cash \$100.00, Mr. Pogany and Mr. Sorbi will open bank account with \$1000.00 of Mr. Sorbi's personal loan. Mr. Ford asked how Mr. Sorbi and Ms. Quispe will be able to fund for being on the road. Mr. Sorbi said that he has the personal cash flow if needed to take expedition for two people through Central/South America all the way to South Africa, and Mr. Pogany confirmed this.
  - C. Mr. Deluca asked about wages-currently THC does not currently have any paid employees. May possibly pay someone to handle logistics in the future.
5. Events/Publicity-presented by Mr. Williams, Mr. Ford, Mr. Sorbi and Ms. Quispe
- A. Mr. Williams coordinating Boston fundraising walk that is 20 miles long on 5/2/10 for local charities, will have 10 friends walk with T-shirts featuring THC name to bring exposure to THC; will submit pics/article for website/blog.
  - B. Mr. Ford-discussed rally with Mongol group focused on raising money for charities and possibility that their website feature THC and THC feature this group on THC website.
  - C. Mr. Sorbi encouraged members to link to others/get THC's name out and write guest blogs; goal 2-3 blogs to be posted per week.
  - D. Ms. Quispe suggested to board members to spread word about blog, website/social networking
6. Equipment update presented by Mr. Sorbi
- A. Review of maintenance done to bike, new tires, new tank bag, new GPS system
7. Questions/Concerns from board members
- A. Discuss flow of meeting –Mr. Deluca said for one person to speak at a time to prevent noise distortion over Skype.
  - B. Mr. Sorbi reminded members to send DL/SS# and sign form for opening Wells Fargo business account.

C. Travel /Speaking schedule reviewed at the request of Mr. Ford

**Adjournment:** There being no more business, the meeting was adjourned at 4:19 pm, proposed by Mr. Sorbi

**Future Business:** Review walk, Wells Fargo business account status, financial status, status of 501(c)(3), guest blogs, travel schedule

Submitted by:

Cynthia Quispe, Secretary,

**BANK ACCOUNT**

The Mr. Sorbi recommended that the corporation open a bank account with [N]. Upon motion duly made and seconded, it was RESOLVED, that the funds of this corporation shall be deposited with the bank and branch office indicated just above. RESOLVED FURTHER, that the Treasurer of this corporation is hereby authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein. RESOLVED FURTHER, that any officer, employee, or agent of this corporation is hereby authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit. RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any [N] of the following:

RESOLVED FURTHER, that said bank is hereby authorized to honor and pay any and all checks and drafts of this corporation signed as provided herein. RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank. RESOLVED FURTHER, that the secretary of this corporation be and is hereby authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on

behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.