

**MINUTES OF THE ORGANIZATIONAL MEETING OF THE  
BOARD OF DIRECTORS OF  
THE PATRICIA JANE RUSSELL COLLECTIVE  
FOR THE HEALING OF DOMESTIC VIOLENCE**

The organizational meeting of the Board of Directors of The Patricia Jane Russell Collective for the Healing of Domestic Violence (hereinafter referred to as "Corporation") was held in Nashville, Tennessee, at 5:00 a.m. (p.m.) on the 17 day of February, 2024, at the call of a majority of the Directors named in the Articles of Formation and pursuant to a written Waiver of Notice signed by all of the Directors, said Waiver of Notice being attached hereto as Exhibit "A".

There were present all of the persons named in the Articles of Formation of the Corporation to serve as the initial Board of Directors until their successors are elected and qualified. Elizabeth Ashley Land, being elected herein as Executive Director, was also present.

Andrea Williams Parham served as Chairperson (hereinafter "chairperson") of the meeting, and Alicia Marie Noskowiak served as Secretary.

The Chairperson reported that Articles of the Corporation had been filed in the office of the Alabama Secretary of State on the 27th day of September, 2023, in which said Articles all the individuals attending this meeting other than Elizabeth Ashley Land were named as original Directors. A copy of said Articles of Formation were exhibited at the meeting and, upon motion duly made and seconded, the same were adopted, confirmed, and ratified by unanimous vote, and the members of the initial Board of Directors named therein were declared to be duly elected Directors of the Corporation.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, That the By-Laws, a copy of which has been placed in the minute book, be, and the same hereby are, adopted to govern the management of the Corporation, until such time as they are revoked, altered or amended at valid meetings held for that purpose.

The Chairperson stated that one of the principal items of business to come before the meeting was the election of officers and other critical agents of the Corporation, and, upon motion duly made and seconded, the following were nominated:

<u>Name</u>	<u>Officers/Agents</u>
Andrea Williams Parham	President/Treasurer
Alicia Marie Noskowiak	Secretary
Carolyn Elizabeth Brasel	Vice President
Elizabeth Ashley Land	Executive Director

No other nominations having been made, the Chairperson announced that the foregoing parties were duly elected to their respective offices, to hold office for the ensuing year, and until their successors are elected and qualified.

The Chairperson stated that the next business to come before the meeting was the passage of a resolution authorizing the opening of a bank account and/or a brokerage account in the name of the Corporation and authorizing the signatures of certain officers and agents of the Corporation on the bank account and/or brokerage account of the Corporation. Upon motion duly made, seconded and unanimously passed, the Directors approved the following resolution:

BE IT RESOLVED, That the officers and agents are hereby authorized and directed to open a bank account and/or brokerage account in the name of the Corporation and that all checks

upon said bank account and/or brokerage account shall be signed by the persons so designated by the Board in the form of a resolution submitted to the Bank and/or Brokerage Firm upon the opening of said account.

The Chairperson then stated that the next business to come before the meeting was the passage of a resolution authorizing Elizabeth A. Land to make investment decisions on behalf of the Corporation. Upon motion duly made, seconded and unanimously passed, the Directors approved the following resolution:

BE IT RESOLVED, That Elizabeth A. Land is hereby authorized and directed to make investment decisions on behalf of the Corporation without the necessity of calling a meeting of the Board of Directors and is authorized and directed to execute any and all documents, instruments or orders necessary to effectuate her investment decisions.

The Chairperson stated that she would instruct the Corporation's attorneys, Hinson & Hinson, P.C., to take immediate steps to have the Corporation qualified and recognized by the Internal Revenue Service as being an exempt organization. Upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that as Executive Director of the Corporation, Elizabeth Ashley Land be and hereby is authorized and directed for and on behalf of the Corporation to execute any and all instruments and documents which may be required incident to the filing of an Exemption application with the Internal Revenue Service and the procurement of the necessary exemption from that Service in order that the Corporation might enjoy a tax-free status.

The Chairperson stated that the Corporation should adopt a Conflict of Interest Policy to protect the Corporation. A proposed Conflict of Interest Policy was presented to the Directors, and upon motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that the Conflict of Interest Policy of the Corporation, a copy of which has been distributed to the Directors and placed in the Minute Book, be, and the same hereby is, adopted to cover the management of the Corporation, until such time as it is revoked, altered or amended at a valid meeting held for that purpose.

There being no further business, on motion duly made and seconded, the meeting was thereupon adjourned.

  
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ALICIA MARIE NOSKOWIAK  
Secretary

ATTEST:

  
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ANDREA WILLIAMS PARHAM  
President

EXHIBIT "A"  
WAIVER OF NOTICE

We, the undersigned, being all of the Directors of The Patricia Jane Russell Collective for the Healing of Domestic Violence named in the Articles of Formation, do hereby waive notice of the time, place and purpose of the Organizational Meeting of the Board of Directors of the said Corporation, and we do hereby fix the 17 day of February, 2024 at 6:35 a.m./(p.m.) as the time and Nashville, Tennessee, as the place of said meeting.

Dated this the 17 day of February, 2024.

  
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ANDREA WILLIAMS PARHAM

  
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CAROLYN ELIZABETH BRASEL

  
\_\_\_\_\_  
ALICIA MARIE NOSKOWIAK

(DIRECTORS)

CERTIFICATION

I, Andrea Williams Parham, President of The Patricia Jane Russell Collective for the Healing of Domestic Violence, hereby certify that the above and foregoing constitutes a true and correct copy of the original Minutes of the Organizational Meeting of the Board of Directors of The Patricia Jane Russell Collective for the Healing of Domestic Violence, held on the 17 day of February, 2024, and that all resolutions adopted at said meeting are in full force and effect and have not been revoked or rescinded.

This, the 17 day of February, 2024.

  
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**Andrea Williams Parham**  
**President**