

MINUTES of Special Joint Meeting
of Members and Directors of
the AFRICAN-AMERICAN STUDENTS
FOUNDATION, INC. at the office
of the Foundation, 375 Park Avenue,
New York, N. Y. on February ,
1962 at 10:00 A.M.

There were present (in person unless noted otherwise):

THEODORE KHEEL, Member and Director
WILLIAM X. SCHEINMAN, Member and Director
FRANK MONTERO, Member and Director
MRS. CORA WEISS, Member and Director
MRS. CHESTER BOWLES, Member and Director (By Proxy
per attached)
MRS. RALPH J. BUNCHE, Member and Director (By Proxy
per attached)
HARRY BELAFONTE, Member and Director (By Proxy per
attached)
SIDNEY POITIER, Member and Director (By Proxy per
attached)

constituting a majority of the Members and Directors, and a
quorum.

Mr. Montero acted as Chairman of the meeting and
Mrs. Weiss acted as Secretary thereof.

The Secretary presented and read Waivers of Notice
of this meeting signed by all of the Directors and all of the
Members and the same were ordered to be prefixed to the
minutes of this meeting. Proxies executed by Mrs. Bowles and
Mrs. Bunche and by Mr. Belafonte and Mr. Poitier were also
ordered to be prefixed to the minutes of this meeting.

The Chairman pointed out that due to the urgent
nature of the business of the Foundation in its early period,

formal minutes of various meetings of Members and Directors were not entered in the minute book of the Foundation, and it was decided that this meeting would constitute the formal meeting for and contain the minutes of all action taken prior thereto.

The Secretary outlined all of the various action, corporate as well as administrative, which has been taken heretofore by the Members and/or Directors of the Foundation. After discussion, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the following actions of Members and/or Directors of African-American Students Foundation, Inc. be and the same hereby are ratified and affirmed:

(1) Apart from resignations (noted below), the following were elected and have served as Members of the Foundation:

Frank Montaro
William X. Scheinman
Theodora Kheel
Mrs. Cora Weiss
Mrs. Chester Bowles
Sidney Poitier
Harry Belafonte
Mrs. Ralph Bunche

(2) Resignations as Members were received and accepted from George Houser, John H. Ball, Alice Ball, Simon Schwartz and Arthur Borden. Copies of the resignations were ordered to be annexed to the minutes of this meeting.

(3) Apart from resignations (noted below) the following were elected and have served as Directors of the Foundation until their successors are elected:

Frank Montero
William X. Scheinman
Theodore Kheel
Mrs. Cora Weiss
Mrs. Chester Bowles
Sidney Poitier
Harry Belafonte
Mrs. Ralph Bunche
Kenneth Kaunda
Hon. Tom Mboya
Joshua Nkomo
Hon. Julius Nyerere

Buell G. Gallagher and Jackie Robinson were also elected Directors, but both individuals resigned. Copies of their resignations were ordered to be annexed to the minutes of this meeting.

(4) Resignations as Directors were received and accepted from George Houser and John H. Ball. Copies of the resignations were ordered to be annexed to the minutes of this meeting.

(5) The Secretary noted that the Foundation has received an Exemption Letter from the Treasury Department. A copy of the Exemption Letter, dated August 12, 1960, was ordered to be annexed to the minutes of this meeting.

(6) By-Laws as appear in the front of the minute book were adopted, with the following amendments: (1) ARTICLE

IV, Section 1 was amended to provide that the Board of Directors shall consist of no less than three nor more than fifteen Directors. This is in conformity with the Certificate of Incorporation; (2) Article V, add a Section 8, to read as follows: "Section 8. Executive Director. The Executive Director shall handle the day-to-day administration of the Corporation, subject to the control of the Board of Directors."; and (3) ARTICLE VIII is amended to provide for a fiscal year running from September 1 to August 31.

(7) This meeting shall be deemed to be and shall substitute for the annual meetings of the Members and Directors of the Foundation for the years 1959, 1960 and 1961. The report of the Foundation's accountant as of August 31, 1961 was read to the meeting, and approved. A copy was ordered to be annexed to the minutes of this meeting. This report was deemed to be and shall substitute for the report required by ARTICLE IV, Section 9 of the By-Laws and by Section 46 of the Membership Corporations Law.

(8) The following were elected and served as the officers of the Foundation to hold office until their successors are elected:

Frank Montero, President
William X. Scheinman, Vice President
Mrs. Cora Weiss, Executive Director
Theodore Kheel, Secretary and Treasurer

Frank Montero, having previously been elected Executive Vice President, and John Ball, having previously been elected Secretary and Treasurer, resigned from their respective offices. Their resignations were ordered to be affixed to the minutes of this meeting.

(9) Detailed reports on the 1959 and 1960 airlifts, on Mrs. Weiss' trip to Kenya in July of 1961 as an observer to the official delegation of the Council for Educational Cooperation with Africa and on all of the other activities of the officers, Directors, and Executive Committee were submitted to the meeting. These activities were summarized on Schedule A, attached hereto.

After consideration, all such activities were approved and ratified.

(10) The Directors established an Executive Committee consisting of four Directors, delegated to the Executive Committee the powers of the Board of Directors, confirmed the election of the following as Members of the Executive Committee, and ratified all of their acts;

Frank Montero
William X. Scheinman
Theodore Kheel
Mrs. Cora Weiss

(11) The Directors established an Educational Advisory Board to advise the Directors, and the following indi-

viduals were elected to and served on the Board:

R. J. Henle, S. J.
Dean of the Graduate School
Saint Louis University

Prof. Robert A. Manners
Department of Anthropology
Brandeis University

Prof. John V. Murra
Department of Anthropology
Vassar College

Kariuki K. Njiki
Kenya Education Department

Prof. Glen L. Taggart
Dean, International Program
Michigan State University

(12) The Directors confirmed and ratified payment to Frank Montero (Mr. Montero abstaining in the vote thereon) the sum of \$50 a day for his services on behalf of the Foundation, and to reimburse him for any monies he has loaned to the Foundation.

(13) It was noted that with the formation of the Council for Educational Cooperation with Africa, the functions of the Foundation as they have developed in the past would be curtailed, and the functions henceforth would be devoted primarily to counselling of students presently in the United States as a result of the Foundation's airlifts, arranging for and providing emergency financing of such students, securing summer jobs for them, and related problems.

Frank Montero and Mrs. Cora Weiss were designated to carry out these activities and to report periodically to the Board thereon.

(14) The Treasurer reported that the Foundation had no existing indebtedness. He was authorized to pay to any attorneys and accountants such reasonable sums as may be charged by them for their services in connection with the winding up operations of the Foundation.

There being no other and further business, the meeting was, upon motion duly made, seconded and unanimously carried, adjourned.

Secretary