

ALTECO

Annual General Board Meeting

MINUTES

July 23, 2021 Time: 10:00am—2:00pm [MST]

NOTE: Virtual Meeting via Zoom platform initiated by Phil Goddard of ALTECO

PRESENT:

Board Members: Phil Goddard (Chairman); Bob Hardin (Sec./Treas.); Joe Brewster; Paul Johnson; Doug McKenzie; Greg Stuckey

Absent: Henrique Dias; Doug Baughman

Guests: ALTECO Exec.Team: Chris & Tina Ferry; Drake Sprague
ETO/MTO Coordinator: Javier Mayorga
Meeting Minutes Sec.: Robin Johnson

OPENING COMMENTS & PRAYER TIME

Phil Goddard opened the meeting with greetings to all;
and asked both Chris Ferry and Javier Mayorga to open the meeting in prayer.

ANNUAL GENERAL BUSINESS

A. REVIEW & APPROVAL of MINUTES of LAST BOARD MEETING held on January 28, 2021

PG asked if all had seen and reviewed these minutes and asked if there were any questions or objections?
There were none.

MOTION was made to approve the Minutes of the January 28, 2021 Meeting, as read.

MOTION: PJ Seconded: GS ALL IN FAVOR: ALL

B. CO SECRETARY of STATE – both BUSINESS & CHARITIES DIVISIONS “In Good Standing” as of today. [For Info Only. No motion necessary.]

PG asked RJ to explain that this is simply an advisory to the Board that the non-profit corporation of ALTECO is currently “In Good Standing” with the Colorado Secretary of State (both as a Business, and as a registered Charity); meaning that the annual registrations in both have been kept current.
Duly noted.

C. BOARD COMPOSITION AFFIRMATION and CHANGES [Refer also to Point “J” below in these minutes.] **Discussion/Affirmation regarding current members of board of directors.**

PG explained that on the MS Office 365 Sharepoint platform, there is an ongoing record of Board members’ terms of service. [Noted that if any board member desires to have access to this Sharepoint platform, they should feel free to contact PG for instructions and passcode.]

PG brought to attention that Paul Johnson’s and Bob Hardin’s 3-year terms expire this year; in order to comply with ALTECO’s ByLaws, for them to continue serving, their terms need to be extended for another 3-years – if that is the Board’s desire.

MOTION was made to affirm the continuation of all current Board members; and to extend for another 3-year term (2021-2024) the assignment of both Bob Hardin (as Sec./Treas) and Paul Johnson (as member).

MOTION: PG Seconded: JB ALL IN FAVOR: ALL

IN LIGHT OF THE RECENT MERGER (JOINING FORCES) WITH AMAZON FOCUS, Board members of AF, Douglas McKenzie and Greg Stuckey have officially accepted the invitation extended to them by the ALTECO Board in the “Joint Agreement” document approved by both boards in the January 28, 2021 Joint Board meeting.

Noted that because of the extenuating circumstances of this invitation, including 15+ years of partnering history of the ALTECO and AF boards, the normal protocol for new board member election shall not be required.

MOTION made to welcome Douglas McKenzie and J. Greg Stuckey as new members of the ALTECO Board.

MOTION: BH

Seconded: JB

ALL IN FAVOR: ALL

D. OFFICERS AFFIRMATION and/or CHANGES

Discussion/Affirmation of officers of corporation remaining in current positions, with Phil Goddard as Chairman; and Bob Hardin as Secretary/Treasurer; and in the executive office of President, Phil Goddard.

PG stated that he would welcome any discussion/suggestions/offers of others on the board who might volunteer to serve in one of the officer positions. He is currently serving (and has served for some time) in dual roles, as both President of the Corporation, *and* Board Chairman.

There are 3 Officer positions: Chairman, Vice-Chairman, and Secretary/Treasurer

PJ asked if there is any pressure (legal or otherwise) to fill the role of Vice-Chairman?

PG: No, not officially.

BH asked what would happen if PG were not available to Chair a Board meeting?

PG: He assumed another would step up if that were to occur.

Paul Johnson expressed willingness to serve in the role of vice-chairman if needed.

MOTION made to affirm the continuation of Phil Goddard in the position of Board Chairman, and Bob Hardin as Secretary/Treasurer of the Board; and to appoint Paul Johnson as Vice-Chairman.

MOTION: PG

Seconded: BH

ALL IN FAVOR: ALL

E. FINANCIAL REPORT

Year to Date Balance Sheet

PG presented the Year-to-Date Balance sheet which was the only Financial Report the bookkeeper was able to provide at this time. He encouraged anyone who would like to see other financial reports, to contact him.

BH asked RE: Balance Sheet presented: “Are all funds showing on this Balance Sheet “pre-designated?”

PG responded that for the most part, yes. Very few donations to ALTECO for the “General Fund.”

PG asked the ET (Exec. Team) if they had any input?

TF responded...the figures presented on this Balance Sheet did not reflect the full scope of past month’s activity; which, if shown, would change the totals on each line, if current.

TF suggested that moving forward, Megan Sprague (an ET member) could help with the Financial Report preparation and presentation to the Board. However, MS would want to work with Bob Hardin and/or others to learn what’s been done in the past, and how to move forward.

BH expressed desire to follow up on Tina’s suggestion; but would need help to do this.

PG agreed that this is a good idea which should be followed up;

and asked BH to communicate with T&CF regarding how to move forward.

____TF will reach out to BH to “get the ball rolling” with this financial coordination.

Visionary Discussion (RE: Financial Strategy – change needed moving forward)

DM asked if ALTECO is working on an operating budget/figures to compare our performance against?

PG responded...at this time, no. In previous years, yes; but because of lack of personnel in the past several years, both for office and for raising funds, the operational style has become more reactive. DM offered that in the future, if we begin to take a more deliberate approach to fund-raising, we'll see changes to the point that we will need a budget to drive the "charitable objects" (a Canadian term speaking of the objectives of a charitable organization).

BH agreed, saying that this would be one of the issues he & ET will be discuss moving forward.

PG affirmed that he would like for us all to see the vision where God wants to take ALTECO in the future – including the "Three Waves Movement" in SA. Set goals. Define budget. Raise Funds. After 2020 being almost a "complete wash," now's a good time to begin moving forward.

PJ expressed that he remembers the days when ALTECO operated on a goal driven budget. Now with the infrastructure being put into place (ET, etc.) we may be in a better place to actually do this!

BH agreed. Step one is that the Board needs to better understand organizational objectives; and then go to the next step of actually taking the action needed to attain the goals.

RE: most funds now coming in as pre-designated; we CAN improve this process.

PG stated that he is highly confident this will happen.

After this discussion, it was determined that a MOTION to approve the Financial Reports would be postponed until such time as a more complete Financial Report can be prepared by the Bookkeeper in cooperation with the ET, overseen by board member, BH.

___BH will send to the Board (in coordination with ET and PG) a more complete Financial Report to be approved by the board via email.

PG noted that any communication regarding ALTECO operational concerns, should be addressed to the ET. TF requested that if any board members contact BM (ALTECO Bookkeeper) for any business reason, please send a cc to Chris & Tina Ferry (as ET coordinators).

OTHER BUSINESS

IN LIGHT OF THE RECENT MERGER (JOINING FORCES) WITH AMAZON FOCUS...

F. PERSONNEL of AF TO BE ACCEPTED AS STAFF of ALTECO

PG asked RJ to explain the reason behind the necessity of the following board actions.

Rj explained the IRS requirement (as per direction provided by AF's Tax Advisor, Clergy Advantage), is that the ALTECO Board must accept ("hire") as "employees" any staff who will receive W-2 tax forms; and it must affirm the appointment of any other staff or oversees workers who are affiliated with the organization.

Amazon Focus Personnel fall into various employment (and tax) categories, as follows:

- **Paul Johnson**, Fulltime Employee [W-2 federal tax status]
- **Robin Johnson**, Fulltime Employee [W-2 federal tax status]

MOTION made to

--- approve the assignment of both Paul & Robin Johnson (individually) as employees of ALTECO, Inc. effective August 1, 2021.

---resolve that the Pay Packages (including salary & housing allowance) will remain the same as that approved by the Amazon Focus Board for 2021 for both Paul & Robin (with pay not to exceed support income allocated for the Johnsons).

MOTION: DM

Seconded: BH

ALL IN FAVOR: ALL

- **Pete & Carly Nichols**, Seconded from Ethnos Canada [No financial compensation or income will be received from ALTECO].

Noted by TF that an official, signed "Secondment Agreement" for the Nichols between ALTECO and Ethnos Canada, has been completed and is on file in the ALTECO office. [This agreement is available in ALTECO Dropbox... if any board member would like to peruse it, contact BM for access to Dropbox.]

MOTION made to acknowledge that Pete & Carly Nichols have been accepted as staff of ALTECO, officially seconded from Ethnos Canada, with no financial compensation obligation by ALTECO.

MOTION: PJ

Seconded: BH

ALL IN FAVOR: ALL

- **Irma Espinoza**, SA Worker affiliated with ALTECO [Receives only non-taxable monthly offerings; No US tax status.]

MOTION made to

---officially acknowledge Irma Espinoza's association as a SA Worker affiliated with ALTECO.

---resolve that the Pay Package (offerings only) will remain the same as that approved by the Amazon Focus Board for 2021 (with pay not to exceed support income allocated for Irma).

MOTION: BH

Seconded: PG

ALL IN FAVOR: ALL

G. UPDATES RE: ALTECO- AMAZON FOCUS MERGER

PG requested that RJ (as Administrator of Amazon Focus) present the following updates.

1. **ALTECO was given official approval by the CO Secretary of State to use the Trade Name (or DBA) of Amazon Focus.**
2. **AF made available to ALTECO, Donor Base information in May 2021;** full transfer of Quick Books database will be completed as financial transfers are completed.
3. **The AmazonFocus.com domain was redirected in June 2021 to Alteco.org/History** to land on a Pop-Up page with details outlining Amazon Focus's recent "joining of forces" with ALTECO and AF and providing corresponding links for donors & for more info.

PG offered a word of thanks for all those on the staff who made this transition happen; acknowledging what a tremendous amount of hard work it has taken.

4. **Both Amazon Focus and ALTECO sent similar "Advisory" newsletters on June 22, 2021 announcing the formal "Joining of Forces" to all donors and constituents of both organizations.**
5. **Timetable of transfer of AF Finances**
---July 2021 Transfer of all Personnel Reserve Funds balances
---AF General Fund balance transfer date to be determined by the AF Board after all outstanding obligations have been met prior to year end.
6. **Discussion of the dissolution of Amazon Focus 501(c)3 corporation** – the AF Board continues discussion and research about this issue, after receiving counsel from both

the CPA of AF and the CPA of ALTECO that time and care should be taken before dissolving AF's 501(c)3 corporation, due to the fact that 501(c)3 entities are difficult and expensive to come by.

TF commented that Pete Nichols (now ALTECO Communications Coordinator) has mentioned that the social media handle "ALTECO" is UNavailable; but the handle, "Amazon Focus" IS available; so that the name of "AF" could be very helpful to continue to have associated with ALTECO in the future.

PG added the words, "Amazon Focus" communicate in a social media setting, whereas ALTECO needs to be explained.

Discussion ensued regarding the future of the 501(c)3 corporation of Amazon Focus. Many options discussed; with ultimate consensus falling on the fact that the AF Board has the final legal responsibility as to what happens with the federally registered non-profit org.

More investigation needed to ensure that Federal/IRS laws are known and heeded as decisions are made moving forward.

DM said that his caution as we move forward building a brand with related communications, that we're careful not to put ourselves in a box where our decisions create for us more work and yield less overall benefit.

PJ clarified that the AF Board has a meeting scheduled for August 5, 2021.

MOTION made approving that the AF Board will make the decision as to what to do with the Amazon Focus 501(c)3 registration – to donate it to another entity, to dissolve it, or to hold it in inactive (or other) status.

MOTION: PG

Seconded: DM

ALL IN FAVOR: ALL

H. UPDATES from the ALTECO ET [EXECUTIVE TEAM] AND MTO [3 WAVES MOVEMENT/SA]

1. MTO Report (Javier Mayorga)

Javier began with words of appreciation for the Board and overall leadership of ALTECO.

He affirmed the forming of the ALTECO Executive Team (ET), which he says has greatly improved communication between the ETO (leadership team of MTO) and ALTECO.

Refer to "MTO REPORT for ALTECO Board – Presented by J.Mayorga" attached

SUMMARY REPORT of each Amazon Country connected in the MTO across SA:

- ECUADOR
- BOLIVIA
- SURINAME
- PARAGUAY
- COLOMBIA
- PERU, BRASIL, VENEZUELA (no report given at this meeting)

ETO UPCOMING PROJECTS & EVENTS

L555 TRAINING for MTO Leaders – October 10-24, 2021

- Javier reported that plans are moving forward for a two-week **training session for MTO leaders from across the Amazon – to be held in Bogota, Colombia October 10-24, 2021** (postponed from Oct. 2020 b/c of Covid).
- Key leaders from countries across the Amazon have been chosen and invited to attend.

- **This first of three training sessions will be brought to the MTO by L555, an international leadership development organization that the MTO has been partnering with** since 2017, when their director, Mark Orr, was one of two keynote speakers at ALTECO's Amazon Consultation.
 - **L555's training shares MTO's basic core values**, with an emphasis on catalytic thinking, which will strengthen and develop the leaders who will attend, with intention for them to take this training back to their own countries and people.

ETO REQUEST to TRANS-AMAZON NETWORK – Henrique Dias in leadership

ETO has asked Henrique Dias/Terena to be involved Fulltime with the Trans-Amazon Network; and we believe he has made that commitment to begin working fulltime as the leader of the Trans-Am beginning in April 2022. Prayers needed, as this is an important step to advance as a Trans-Amazon Network.

PROJECT – “3 Waves Movement” website development

There has been much discussion on this subject; but to date there is no “3 Waves Movement” website or web presence. Recently the ETO has been communicating about this with C&T Ferry and Drake Sprague, who have also brought in Pete Nichols to help oversee this project.

Javier concluded his MTO report...

“ALTECO has helped me comprehend ‘the catalytic way’. In Latin America, normally our thinking is ‘local focused’. But learning from ALTECO has broadened my thinking from local to, not only NA, but also global. For this reason we’re passionate about bringing the L555 Training to our SA MTO leaders...to give them opportunity to “open their minds” to think not just locally, but globally.”

Javier expressed his thanks to the ALTECO Board for allowing him the opportunity to share this report; and for their ongoing, faithful support for the Amazon-wide Three Waves Movement (MTO).

2. Executive Team Report (Chris & Tina Ferry)

Refer to “ALTECO Executive Team Board Report” attached – drafted and presented by Chris & Tina.

Points on this ET Report that the Ferrys expounded upon:

- Ferry transition from Ecuador to be based in the US – Denver area for two years. [See ET Report, page 2]
 - Greatest challenge in this transition is the need to raise \$3,000/mo support to be able to live in Denver and minister in the roles which they’ve agreed to fill.
 - Plan to form a strategy to do this over the next nine months.

____ Ferrys asked for a broader discussion with the Board on this at some point.

- Potential role shift for Bethany Maracus from Bookkeeper to “Interim Administrator.”
 - Interim position - to be reevaluated in June 2022
 - Reported that PG has graciously offered to fund Bethany’s “Interim Admin” through June 2022.

____ ET and PG plan to meet with BM to discuss this transition with her on July 30, 2021.

____ ET will pursue three potential Bookkeeper leads after this meeting with BM.

BH asked if there is a Job Description for the new “Administrator” position?

CF responded that yes, ET (Drake) is putting the finishing touches on that now.

BH would like a copy to assist him in being a better board member.

____ ET will send to the Board members, a copy of the Job Description for position of ALTECO Administrator upon completion.

3. Research and Investigation Report (Drake Sprague)

Refer to "ALTECO Research and Investigation Report" attached – drafted and presented by Drake.

Points on this Report expounded upon by Drake:

- After being constrained to move out of Panama because of extreme Covid restrictions in 2020, the Sprague's transition back to the US required 7 distinct moves for their family before they were finally able to settle into their new home in Campobello, SC.
- This new location will now serve as both their family's home *and* the new ALTECO Research & Investigation office.
- It is Drake's goal to have current ground realities and needs of all the Amazon tribes across SA in a mapping database.
- In the midst of developing a new Survey System which asks pertinent questions yielding information needed for this mapping database – an improvement on what Drake has used in the past.
- Currently embarking on a massive research project in Peru.
- The last one completed was in Colombia; and plans are in place (after completion of Peru's Project) to move on to Bolivia, Ecuador...until Surveys have been completed in all Amazon countries in SA.

BH asked Drake to explain what type of research he does?

- DS explained briefly that he works with tribal leaders, as well as with ethnological studies, to produce high-level research on each Amazon tribe. Information presented in the research includes Location/Areas, Who, Languages, How integrated is the tribal society with other societies, Evangelism status, Christian influence on social relations, etc.
- The goal is to train tribal (& non-tribal) missionaries how to do field research in order to standardize the information available on the Amazon tribes.
- This information then becomes a rallying point for entities to partner as tribal missionaries are identified and sent out to the most needy areas.

I. BOARD Function & Frequency of Meetings – A Discussion

BH expressed his appreciation for this encouraging Board meeting; and suggested that the Board should consider meeting more often; mentioning that other business boards he's been on meet quarterly.

- JB said he'd been thinking the same thing; that it'd be beneficial to meet at least twice a year.
- PJ said he felt twice a year would be of greater benefit; and would also be encouraging.
- DM said that because the ET is providing the Board with information more regularly, he agrees it's wise to meet more often than once a year.
- BH mentioned that he'd like to see the Board be not just a "listening board," but an "enabling board."
- PJ suggested that possibly BH could help PG plan the meetings, working closely with the ET to draw up the Agenda and communicate with Board, so that the full load wouldn't fall on Phil.
- BH said he'd be glad to work with the ET to organize Board meetings if this would help PG out.
- C&TF both thought it would be phenomenal for the Board to meet more often; a blessing!
- C&TF said they would be happy to initiate the communication between PG & BH, but then turn it back to them for how to move this forward.

_____Ferrys will communicate with PG about this discussion (since Phil had to dismiss himself early from this meeting, so wasn't privy to this conversation).

J. NEW BOARD MEMBERS – a Discussion and Motions [Refer also to Point "C" above in these minutes.]

PG asked PJ if he would cover this issue regarding the addition of two new Board members:

- 1) Javier Mayorga 2) Irma Espinoza.**

- PJ first gave background and current info about Javier Mayorga (from Colombia).
- Next, PJ gave background and current update on Irma Espinoza (from Peru).

Refer to “ALTECO New Board members Profiles – J.Mayorga; I.Espinoza” attached

PJ asked for feedback and input from Board members for both Javier and Irma (separately).

Each Board member shared positive experiences and impressions of both. There was no negative feedback, nor hesitations expressed on either person.

PJ then put forward that he and PG are in complete agreement in their recommendation to the Board that both Javier Mayorga and Irma Espinoza be considered for Board membership at this time; projecting that both will bring years of expertise and experience from SA. In addition, Irma will bring the perspective of a woman – a much needed and long overdue addition to the board.

MOTION made to extend an invitation to both Irma Espinoza of Peru, and Javier Mayorga of Colombia, to join as members of the ALTECO Board.

MOTION: JB

Seconded: BH

ALL IN FAVOR: ALL

___PJ will communicate with PG about this motion; and together they will communicate with Javier and Irma to extend them each an invitation to join the Board.

K. UPDATE regarding the RESTRUCTURING of the ALTECO DENVER OFFICE

This agenda item was tabled for discussion in a future meeting.

MOTION made to adjourn this meeting.

MOTION: BH

Seconded: PJ

ALL IN FAVOR: ALL

PJ asked Bob Hardin to close in prayer.

Please refer to 5 SUPPORT Docs - Handhouts/Attachments:

1. ***“MTO REPORT for ALTECO Board” – presented by J.Mayorga***
2. ***“ALTECO Executive Team Board Report” – drafted and presented by Chris & Tina.***
3. ***“ALTECO Research and Investigation Report” – drafted and presented by Drake***
4. ***“ALTECO New Board members Profiles – J.Mayorga; I.Espinoza”***
5. ***“ACTION POINTS” [taken from ALTECO Board Meeting, July 23,2021]***