

Minutes of the ACLS Board of Directors

Subject: Special Board Meeting of the school year of 2011-2012

Present: Dick Calandrella, Suzy Eppling, Yanni Gou, Wei Li, Jill Lu, Jianying Shi, Yanhua Tang, Jeff Yang, Guoying Zuo

Invited members: Erich Ou (CPA, ACLS Accounting Consultant), Jing Ruan (ACLS Treasurer) Tracy Chen (ACLS Accountant)

Note Taker: Yanni Gou

Date/Time: Tuesday, Nov. 14, 2011, 2:00-3:00pm

Place: Acton-Boxborough Junior High School, Room 409, Acton, MA 01720

Meeting Minutes

1. Review Tax Form 990

A special Board Meeting was called by Yanni Gou to review draft copy of the 2010 ACLS Form 990 and its related schedules. According to the new requirement by IRS, the tax return Form 990 should be reviewed by all members of the Board before being signed. Our consultant Erich Ou went over the Form with board members item by item. A few minor typos were detected and the form will be signed only upon correction of the errors.

2. Adapt Policies Required by IRS

Based on IRS's new requirements, the following policies are required for non-profit organizations. These policies include: (1) Conflict of interest policy; (2) Whistleblower policy; (3) Code of Ethics; (4) Document retention and destruction policy; and (5) Written policy on how to determine the compensation of key officers. Erich helped us downloading selected reference copies of these policies from several websites pertaining to policies (1)-(4). He also provided us an article related to item (5) written by Steven T. Miller, Director of Exempt Organizations of IRS "Rebuttable presumption procedure is key to intermediate sanctions compliance".

These reference copies were discussed among the Board members to see if we could adopted these policies at the meeting. The first three policies are ready to be used. The document retention and destruction policy need to be modified to include all documentation types currently being utilized by ACLS. The ACLS Finance Policy (v. 2) covers how to determine salaries. It was discussed and agreed among the Board members to revisit the Finance Policy to ensure the essential contents in Mr. Miller's article are covered in the updated Finance Policy. A motion was made by Dick and seconded by Yanni to adopt these policies "as is". It was approved by the Board members unanimously.