

**Resolution of Unity
Recommended by the
Dialogue Committee of
Serra International (“SI”) and
Serra’s National Council for the United States (“USAC”)
on Mother’s Day, May 12, 2013, in honor of
Mary, Mother of Vocations**

TO: SI Board of Trustees and USAC Board

From: SI President, Tomi Asenuga, and USAC President, Greg Lynch

The six (6) person SI and USAC Dialogue Committee appointed by both Presidents unanimously recommends the following Resolution of Unity to each organization’s Board for approval:

The ongoing dissension between the Serra International Board of Trustees (the “Board”) and USAC is harmful to Serra’s mission to support vocations. Therefore, the Dialogue Committee representing the two organizations recommends the following resolution to both Boards which once approved by both Boards will result in the Board immediately rescinding its resolution terminating USAC, and USAC immediately ceasing any activities pursuant to a “New Vocations Organization”.

1. USAC acknowledges that the Board is the governing body for all Serra Clubs and Councils, with the authority to approve the administrative structure for all entities authorized by SI as established by the SI Constitution and Bylaws.
2. The Board will rescind its resolution terminating USAC, and immediately re-instate USAC.
 - a) USAC agrees to review its independent corporate status not later than December 31, 2013, and annually thereafter to determine whether the legal, tax, liability, and mission-related benefits can be achieved more efficiently under the SI corporate entity.
 - b) All assets of USAC will remain the property of USAC and under USAC’s control and operational use.
3. The Board and USAC both agree that their own respective administrative responsibilities will be transferred to a newly established Consolidated Administrative Office (“CAO”) by no later than August 31, 2013.
 - a. The Board confirms that it has authorized a Search Committee to search for suitable candidates for the newly defined position of Executive

Director of Serra International whose direct responsibilities will include management of the CAO.

- b. USAC agrees to assist the Search Committee of the Board for interviewing prospective candidates for the newly defined position of Executive Director of Serra International.
 - c. The new Executive Director with the assistance of the Dialogue Committee as necessary will review and define staff requirements along with the functions of the staff to ensure the administrative and operational needs of SI and USAC are fully met. This will include the appointment of an USAC staff member to be the CAO Office Manager with direct responsibilities to the USAC Board in cooperation with the Executive Director to administer, manage and supervise USAC staff.
 - i. Appropriate budgeting, management and operations report of the CAO office will be presented by the new Executive Director for approval by the Board and USAC no later than December 31, 2013, and annually thereafter by December 31 of each year.
 - ii. The Board and USAC will agree on a new cost sharing system for the CAO based upon the recommendations to be provided by the Dialogue Committee and the Executive Director of SI by December 31, 2013.
 - iii. The Executive Director with the assistance of the Treasurers of the Board and USAC will review the cost sharing system annually and recommend changes to the Board and USAC for approval by the end of each year (December 31) thereafter.
 - iv. The Board and USAC shall undertake annual performance evaluations of the Executive Director by way of an Ad Hoc Committee of both Boards chaired by the SI President.
4. USAC shall determine (subject to approval by the US Clubs) the level of USAC dues, and the SI and USAC dues shall both be collected by the CAO.
 5. The Board will authorize and appoint an Ad Hoc Committee not later than the June 2013 SI Convention to review:
 - a. fund-raising activities of all Serra Councils;
 - b. the respective national, legal, and tax considerations that affect fundraising;

- c. the respective roles and responsibilities of Serra Clubs, Serra Councils, and related foundations.
 - d. The committee shall submit a report by no later than the 2014 SI Convention in Sacramento, California, summarizing its findings and recommend changes if any to SI bylaws to better define fund-raising authority and limitations as may be appropriate.
 - e. Until the committee report above has been submitted and approved by SI, USAC may request authority to conduct fund-raising for specific needs from the Board, which authority shall not be unreasonably denied.
6. USAC website shall be integrated into the SI website as soon as practical. The SI website cannot contain any material that may be seen to be critical or offensive, or cause embarrassment to our Church or to Serra. SI management of the website shall be subject to:
 - a. SI having responsibility as host of the one website.
 - b. SI consulting with USACs and other users regarding specific written policies, guidelines, codes of conduct and procedures for SI website users.
 - c. SI consulting with the Councils and developing reasonable due process for Councils and Clubs with respect to any deletions, changes, or termination of access privileges that SI implements.
7. The Board agrees to assign to its Long Range Planning Committee the task to review long standing Trustee nomination and selection procedures with a report due at the SI 2014 Convention in Sacramento, California.
8. USAC shall operate pursuant to its Constitution and Bylaws as approved by the Board, and immediately cease all activities pursuant to a 'New Vocation Organization' concurrent with the dismissal without prejudice by SI of the lawsuit.
9. SI shall appoint a joint Ad Hoc Committee comprised of fair and equitable representation from Serra Councils as may be determined by the Board, to consider appropriate "due process" provisions for Councils in the SI bylaws similar to those currently available to Clubs. The Ad Hoc Committee shall submit its recommendations to the Board by December 31, 2013, for consideration and voting by the Delegates at the SI 2014 Convention in Sacramento, California.
10. Should differences arise which prevent implementation of this Resolution of Unity by either the Board or USAC, then either the Board or USAC may request that an Episcopal Advocate Team be formed to facilitate consensus for a long term resolution to issues of structure and mission that currently divide us.

Members of the Episcopal Advocate team shall include current and past Episcopal Advisors of SI and USAC. Under the guidance of our spiritual leaders this dialogue is to begin immediately.

Respectfully submitted by the SI-USAC Dialogue Committee

For SI

Mario Biscardi, VP
Dan Grady, VP
Greg Schwietz, VP

For USAC

Greg Lynch, President
Dan Jones, President Elect
Bob Labat, VP

The Dialogue Committee also recommends continued prayer to Blessed Junipero Serra and our Blessed Mother for a positive acceptance and implementation of this resolution for the good of Serra and its mission.