

GUALALA COMMUNITY CENTER

Serve, Support, Celebrate

AGENDA

GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING

WEDNESDAY, JANUARY 14, 2026, 2:30 PM

Gualala Baptist Church 37300 Church St

1. CALL TO ORDER:

- 1.1. Directors: Janet Pierucci, Darla Buechner, Colby Bibb, Paul Cupich, Laverne Hancock, , Whyte Owen, George Provencher
- 1.2. Quorum:
- 1.3. Scribe: Nancy Howard
- 1.4. GCC Members Attendance: Visual count by Board Secretary -

2. ADOPTION OF THE AGENDA

- 2.1. Adds/Changes:
- 2.2. Motion to Approve: , Second:
- 2.3. Vote:

3. ANNOUNCEMENTS

- 3.1. Board
- 3.2. Members

4. APPROVAL OF DRAFT MINUTES

- 4.1. [2025-12-10 Regular Meeting](#)
- 4.2. Motions to Amend: Janet , Second:
 - a. Item [8.2 Square Resolution #05](#): 1st Whereas: following the words 'customer wishing to pay by credit card, added 'or debit card'. Therefore, Be it Further Resolved: following the words 'fees will be 'the responsibility of', change it to 'charged to'. Following the words 'customers wishing to pay by credit card, added 'or debit card'
 - b. Motion to Approve: , Second:
 - c. Vote:

5. REPORTS:

- 5.1. President Report: Janet / Oral
 - a. Change of Address of Annex Building
 - b. Charity Navigator
 - c. Countryside Motel Parking
 - d. USDA Grant
 - e. Membership Renewal 2026
 - f. Website update
- 5.2. Vice President Report: Darla /Oral
 - a. Steering Committee/Rebuild Committee
 - b. Summary Report
 - i. 12-12-25 Exec Session
 - ii. 01-05-26 Workshop
 - c. Coastal Seniors
- 5.3. Treasurer Report: Colby /Oral
 - a. Financial Report
 - b. Donations received
 - c. Fidelity Brokerage Accts
- 5.4. Board Member Report: Whyte /Oral
 - a. P'N'T Sales Tax Exemption

-
- b. Mendocino Grant Application
 - c. Sonoma Community Foundation & Sonoma Clean Energy

- 5.5. **P’N’T Department: Nancy /Written**
 - a. **Square Implementation**
-

6. UNFINISHED BUSINESS

- 6.1. **Formation of Finance Committee / George**

- a. **Charter**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- b. **Formation of Finance Committee: Resolution #04 – Submit for Board Approval**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- 6.2. **Gualala Community Center Policies**

- a. **Whistleblower Policy / Darla**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- b. **Whistleblower Policy: Resolution #08 – Submit for Board Approval**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- c. **Conflict of Interest Policy / George**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- d. **Conflict of Interest: Resolution #09 – Submit for Board Approval**

- i. Discussion
- ii. Motion to Approve : ,Second:
- iii. Vote:

- e. **Document Retention & Destruction: In progress**

7. NEW BUSINESS

- 7.1. None
-

8. ADJOURNMENT

- 8.1.
-

GUALALA COMMUNITY CENTER

Serve, Support, Celebrate

DRAFT MINUTES

GUALALA COMMUNITY CENTER BOARD OF DIRECTOR REGULAR MEETING

WEDNESDAY, December 10, 2025 2:30PM

Gualala Baptist Church 37300 Church St

THESE DRAFT MINUTES HAVE NOT BEEN APPROVED BY THE BOARD

1. CALL TO ORDER: By President Janet Pierucci at 2:30 pm

- 1.1. Directors: Janet Pierucci, Darla Buechner, Colby Bibb, Laverne Hancock, Paul Cupich, George Provencher, Absent: Whyte Owen
- 1.2. QUORUM: Yes
- 1.3. Scribe: Nancy Howard
- 1.4. GCC Members in Attendance: Visual count by Board Secretary - 18

2. ADOPTION OF THE AGENDA:

2.1. Request for Additions/Changes:

- a. Darla: Correct George's statement as Attachment 3
- b. Darla: Item 8.5 remove from today's agenda
- c. Paul: Unfinished Business – Increase number of board members and filling vacancies
- d. Colby: Add: Donation to the Baptist Church
- e. Motion to approve as amended: Colby Second: Darla
 - i. Vote: 6.0.0. **APPROVED**

3. ANNOUNCEMENTS:

- 3.1. Board – None
- 3.2. Members –None

4. APPROVAL OF DRAFT MINUTES:

- 4.1. **November 12, 2025 Regular Board Meeting Attachment 4**
 - a. Darla: Attachment 1, should be Attachment 4
 - b. Darla: Amend Item 6.3.a. regarding attorney fees.
 - c. Laverne: Board Meetings: move from Unfinished to New Business, Item: 9.4.
 - d. Motion to approve as amended: Motion: Laverne Second: Colby
 - i. Vote: 6.0.0. **APPROVED**

5. REPORTS:

5.1. Board of Directors:

- a. **Board President: Attachment 1**
- b. **Board VP Report on Executive Sessions:**
 - i. 11/19/25: Orientation for new board members: Rebuilding events, funding and donations, Coastal Seniors, federal grant, sales tax liability, website update, donations to food banks. Need whistle blower, document retention, conflict of interest policies, financial report to improve charity score when GCC submits requests for grants
 - ii. 11/24/25: Insurance policies reviews. Updates on federal grant, sales tax exemption, charity score, Coastal Seniors, SQUARE credit card fees.
 - iii. 12/3/25: Investments, Figure contract, grant for propane tank, Resolution to update regular meeting time & location. Resolutions and charters needed to establish Finance, Audit and Bylaws committees. Updates on Federal grant, SQUARE credit card fees, Rebuilding project, Coastal Seniors, donations to food banks, website, Insurance policies.

c. Board Treasurer Report –Colby:

- i. Income from Pay 'N' Take: \$21,413 in November, \$127,303. Year to date.
-

ii. Not rebuilding Fund: \$804,795, Rebuilding Fund: \$2,175,345, Restricted Rebuilding Fund: \$16,793. Total Bank Funds: \$2,996,993.

iii. Increased donations to 3 food banks to \$1K each for November and December.

5.2. Steering Committee / Rebuilding Project:

a. Board VP – Darla liaison to GCC Steering Committee/Rebuilding Project.

i. November 19, 2025 Report **Attachment 2**

b. Jim: Signed Rebuild work order to survey 7 points sent to Huffman Engineers.

c. Adrian / Permits:

i. Grading and Compaction permit has been approved but work cannot begin until the survey is done. Compaction contract has yet to be addressed and will be decided after the building permit has been received. This contract will be a separate bid from the building contractor bid.

ii. Building Dept. wants a soils engineer report on required depth of foundation. Reese and Assoc. will be onsite when the compaction takes place.

iii. The permit for the container corral is delayed due to a required correction.

iv. Demolition permit: requires onsite waste management form available for inspection by County Building Department

6. MEMBERS AGENDA – NONE

7. UNFINISHED BUSINESS

7.1. Set the Date, Time, Location of the 2025-2026 Regular Board Meetings:

a. Laverne read the text of proposed **Resolution #07** and submitted it to the Board for Approval.

b. Discussion

i. Remove adjournment time of the meeting

ii. List the month, day, year and start time for remaining dates of regular board meetings

c. Motion to Approve with revisions: George, Second: Darla

i. Vote: 6.0.0. **APPROVED**

7.2. Use of Emails to Approve Draft Minutes - Provide feedback in February Meeting:

a. Reference: **Nov 12, 2025 Draft Minutes, Item 9.1.b.**

i. Assess as part of the bylaws revision review.

b. Discussion

i. Draft minutes: Members - finalize revisions before posting them on the website and including them in a regular meeting agenda.

a) It was decided to post draft minutes for the time being.

ii. Resolutions: Should the Board vote on resolutions when they are first presented

a) It is at the discretion of the Board on an item by item basis.

c. Motion: Laverne, Second: Darla.

i. Vote: 6.0.0 **APPROVED**

7.3. Motion to amend the Bylaws to

i. Fast track the bylaws to change from a fix number of 7 board members to a floating number of 5 - 9.

ii. Appoint Paul White and Lori Novack, to the 2 new seats without an election in order not to lose these valuable resources.

b. Discussion:

i. After Board and Member input, Janet summarized that this is an issue to be discussed in the broader bylaws revisions.

c. Motion: Paul, Second: Darla

i. Vote 2.4.0 **FAILED**

7.4. Report on status of Pay-N-Take Bakery: Colby

-
- a. There are too many Health Dept requirements to be approved by them so the Bakery will probably not rise again until the new building is completed.

7.5. Allocate Pay-N-Take Funds for 24 months to fund Rebuilding Project: Attachment 3

- a. Reference: Nov 25, 2025 Draft Minutes, Item 6.1.e.
- b. Go to New Business Item 8.1

8. NEW BUSINESS

8.1. Formation of the Finance Committee and Establishing Two Reserve Accounts - Submit Resolution #04 for Board Approval:

- a. Read Resolution into the minutes / George
- b. Discussion:
 - i. Table to January Regular Meeting: Submit a charter, with the make-up of a Finance Committee for approval by the Board

8.2. Square Implementation - Submit Resolution #05 for Board Approval:

- a. Read Resolution into the minutes / Paul
- b. Motion: Paul Second: Colby
 - i. Vote: 6.0.0. **APPROVED**

8.3. Formation of the Bylaws Committee - Submit Resolution #06 for Board Approval:

- a. Read Resolution into the minutes / Laverne
- b. Discussion
 - i. Table to January regular meeting: Submit a Charter with Resolution for approval of the Board

8.4. Request from Redwood Coast Education Foundation Attachment 5 - Submit a Motion to Approve Grant in the amount of \$3,250 /Paul:

- a. Discussion
 - i. It will fund 5 teachers.
 - ii. Board requests a report from the grantee on how the mini grants are spent.
- b. Motion to Approve: Paul Second: Colby:
 - i. Vote: 6.0.0. **APPROVED**

8.5. Removed from the agenda.

8.6. Update from US Rep. Huffman - Congressional Community Project Funding Request: Attachment 6 /Janet

- a. Huffman's representative informed funding the \$1M has been voted into law. The grant is Administered by USDA and California Rural Development and further information should be received by the end of January.

8.7. Donate \$250 to Baptist Church for the September – December meetings:

- a. Motion: Darla Second: Colby
 - i. Vote: 6.0.0. **APPROVED**

9. ADJOURNMENT at 4:30 pm

- 9.1. Motion to Adjourn: Darla second: Colby
 - a. Vote: 6.0.0. **APPROVED**

THE BOARD MAY MEET IN EXECUTIVE SESSION FOLLOWING THIS MEETING

GUALALA COMMUNITY CENTER INC
Resolution #05

SQUARE Fees

ADOPTED on December 12, 2025 and
Text corrections on January 14, 2026

WHEREAS, in the Board meeting on November 12, 2025, a motion was approved to implement the use of the SQUARE electronic payment service, in Pay 'N' Take Departments, in support of customers wishing to pay in person by credit card **or debit card**⁽¹⁾,

WHEREAS, in that motion the Board approved that GCC would absorb the SQUARE fees of 2.6% on the purchase amount and the 15¢ per transaction charge and pay those fees to SQUARE,

WHEREAS, Pay-N-Take has always absorbed the 7.88% sales tax on all transactions and remitted these amounts to the California State Board of Equalization and has never charged fees for payments by cash and checks.

THEREFORE, BE IT RESOLVED, that the Board of Directors rescinds the decision to absorb the SQUARE fees, and

THEREFORE, BE IT FURTHER RESOLVED, that the SQUARE fees will be **charged to**⁽²⁾ customers who opt to pay by credit card **or debit card**⁽²⁾.

Motion by:
Director Paul Cupich
Absent:
Director Whyte Owen

Second:
Director Colby Bibb
Excused/Reason:
Director _____

VOTE: Ayes: Nays: Abstained: Approved Failed

2026-01-14: Motion to approve text corrections

Motion by:
Director

Second:
Director

VOTE: Ayes: Nays: Abstained: Approved Failed

Board Chair Signature: _____ Date: _____

Secretary Signature: _____ Date: _____

Underlined and bold text corrections:

(1) 1st Whereas: added 'or debit card'

(2) Therefore, Be It Further Resolved: replaced 'the responsibility of' with 'charged to'. Added 'or debit card'

Report for January 14, 2025 GCC Board Meeting

Pay 'N' Take Department Report: Nancy Howard

On December 10, 2025, the Gualala Community Center (GCC) Board of Directors approved Resolution #05 to implement the use of the SQUARE electronic payment service at Pay 'N' Take (PNT). This action was taken in support of customers wishing to make in person payments using a credit/debit card. The Board also approved that the SQUARE processing fees will be the responsibility of customers who opt to pay by credit card/debit card.

We have set up the Square Terminals to automatically charge the buyer a fee of 2.6% of the purchase price and a 15¢ handling fee as assessed by Square on in person credit/debit card purchases. A notice stating these terms is posted next to the Square Terminal.

Credit/Debit card fee notice

If you use a credit/debit card, we will charge an additional
2.6% fee and a **handling fee of 15¢**
as assessed by Square.
This is not more than we pay in fees.

Gualala Community Center

The Square service was introduced in the PNT Furniture and Electronics Department and the Clothing Department on January 3, 2026. Each department processed 8 transactions and patrons seemed pleased to have this option for payment. At the end of the day and after reviewing the transaction details, I found that there were five transactions for which no surcharge was added. I was able to identify a process step that was missed on those transactions. Consequently, I am drafting a step by step guide for the PNT cashiers.

Gualala Community Center (GCC)

Finance Committee Charter

Reporting Status: The committee is an advisory body to the full Board and has no authority to act on its own unless explicitly granted by the Board.

Composition: This committee shall include the Treasurer, one or more other Board Members, and one or more Gualala Community Center members in good standing, appointed by the President, with approval of the Board.

Responsibilities: The GCC Finance Committee is charged with the following actions while fulfilling the fiduciary responsibility of monitoring and oversight of the financial management function of the corporation:

- (1) Ensuring the development and implementation of budgetary goals for the organization;
- (2) Participation in the development, communication, approval, and implementation of the annual budget and amendments;
- (3) Financial review and recommendations for special projects and their funding sources;
- (4) Reviewing policies and procedures, and financial reports to ensure adequate controls are in place for expenditure of funds, investments, grant administration, fundraising, and other fiscal activities;
- (5) Recommending policy changes and updates to the Board of Directors that impact the timeliness, accuracy, and completeness of the organization's accounting documentation, general ledger and sub-ledger systems;
- (6) Ensuring that the organization follows Generally Accepted Accounting Principles in the creation of reports and the preparation of financial documents, such as accounting records, balance sheets, budget and monthly cost summaries;
- (7) Informing the Board of Directors of financial actions, activities, Board Resolutions, and approval actions that will provide both transparency and continuous improvement; and
- (8) Working with the Treasurer/Chief Financial Officer to ensure that all financial activities are auditable and can be supported.

GUALALA COMMUNITY CENTER

Resolution #04

Formation of the Finance Committee

Adopted on: _____

WHEREAS, it is the consensus of the Board of Directors that Gualala Community Center must adhere to General Accounting Principles in the management, tracking, and accounting for all expenditures.

BE IT RESOLVED, that the Gualala Community Center Board authorizes the creation of the Finance Committee. This committee shall include the Treasurer, one or more other Board Members, and one or more Gualala Community Center members in good standing, appointed by the President, with approval of the Board.

Motion by:
Director _____

Second:
Director _____

Absent:
Director _____

Excused/Reason:
Director _____

VOTE: Ayes: Nays: Abstained: Approved Failed

Board President Signature:

Date: _____

Board Secretary Signature:

Date: _____

Gualala Community Center Whistleblower Protection Policy

Gualala Community Center (GCC) requires directors, officers, employees and others to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of GCC must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility:

This Whistleblower Policy is intended to encourage and enable Board member(s), employees, volunteers and others to raise serious concerns internally so that GCC can address and correct inappropriate conduct and actions. It is the responsibility of CGG Board members, Employees, volunteers or others to report concerns about violations or suspected violations of law or regulations that govern the GCC's operations.

No Retaliation:

It is contrary to the values of the GCC for anyone to retaliate against any Board member, officer, employee, volunteer or others who in good faith report an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of GCC. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or volunteerism.

Reporting Procedure:

The GCC has an open-door policy and suggests that Board members, employees, volunteers or others share their questions, concerns, suggestions or complaints with their supervisor or a Board member. If an employee or volunteer is not comfortable speaking to the appropriate supervisor or they are not satisfied with the supervisor's response, they are encouraged to speak with a Board member. Supervisors or managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the GCC Board of Directors or a Board member who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor, Board of Directors or a Board Member.

Compliance Officer:

The GCC Board of Directors is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Board of Directors or a Board member will keep a record of all complaints and their resolution and will report at least annually to the Treasurer and/or the Chair of the Finance Committee on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters:

The GCC Board of Directors shall immediately notify the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Acting in Good Faith:

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offence, up to termination.

Confidentiality:

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations:

The GCC Board of Directors or a Board member will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

GUALALA COMMUNITY CENTER

Resolution #08

Whistleblower Protection Policy

Adopted on: _____

WHEREAS, it is the consensus of the Board of Directors that Board Members, Employees, Volunteers and others report to the Board Member who shall be appointed as the Compliance Officer, or any other Board Member, concerns about violations or suspected violations of laws or regulations that govern the Gualala Community Center's operations.

BE IT RESOLVED, that the Gualala Community Center Board authorizes the adoption of the Whistleblower Protection Policy.

Motion by: _____ Second: _____
Director _____ Director _____

Absent: _____ Excused/Reason: _____
Director _____ Director _____

VOTE: Ayes: Nays: Abstained: Approved Failed

Board President Signature: _____

Date: _____

Board Secretary Signature: _____

Date: _____

Gualala Community Center

Conflict of Interest Policy

Purpose:

To ensure that Board Members, Staff Members, and Volunteers understand their role and responsibility to avoid situations that might result in undue influence, or compromised judgement, or actions that could harm the organization and its mission.

Policy:

A conflict of interest is a situation in which a person or organization participates in multiple interests, financial or otherwise, and serving one interest could involve working against another. Typically, this relates to situations in which the personal interest of an individual or organization might adversely affect a duty owed to make decisions for the benefit of a third party. It is the policy of the Gualala Community Center that Board Members, Staff Members, and Volunteers who have multiple interests involving people or organizations shall avoid situations where decisions, discussions, directions or actions might be in conflict or unduly influence a decision or outcome.

For example, if a Gualala Community Center board member is also a member of a local organization that may be receiving a grant from GCC, then he or she is expected to recuse themselves from participating in a vote for approval. Even if the board member could be impartial, it would still have the appearance of a conflict, and the board member is expected to recuse. Some staff members and volunteers, as well as board members, are also members of more than one organization or have affiliations in the community. Community service is a goal and a culture we all share and value. However, if an activity or action presents even the appearance of favoritism, we must declare a potential conflict of interest and recuse ourselves. If unsure or in doubt, we should consult with colleagues and management to make sure we are consistent in our actions.

GUALALA COMMUNITY CENTER

Resolution #09 Conflict of Interest Policy

Adopted on: _____

WHEREAS, it is the consensus of the Board of Directors that Board Members, Employees, Volunteers and others who have multiple interests involving people or organizations shall avoid situations where decisions, discussions, directions or actions might be in conflict or unduly influence a decision or outcome.

BE IT RESOLVED, that the Gualala Community Center Board authorizes the adoption of the Conflict of Interest Policy.

Motion by:
Director _____

Second:
Director _____

Absent:
Director _____

Excused/Reason:
Director _____

VOTE: Ayes: Nays: Abstained: Approved Failed

Board President Signature:

Date: _____

Board Secretary Signature:

Date: _____