

GUALALA COMMUNITY CENTER

*Serve, Support, Celebrate*

**MINUTES**

**GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING**

WEDNESDAY, FEBRUARY 11, 2026, 2:30 P.M.

Gualala Baptist Church 37300 Church St

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**THESE MINUTES WERE APPROVED BY THE BOARD ON MARCH 11, 2026**

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1. CALL TO ORDER: President Pierucci at 2:30 P.M.
    - 1.1. Directors: Janet Pierucci, Colby Bibb, Paul Cupich, Laverne Hancock, Whyte Owen arrived at 2:58 PM. Absent: Darla Buechner.
    - 1.2. Quorum: Yes.
    - 1.3. Scribe: Nancy Howard.
    - 1.4. GCC Members Attendance: Visual count by Board Secretary - 11

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  2. ADOPTION OF THE AGENDA:
    - 2.1. Adds/Changes: Janet – Community Foundation of Sonoma County, GCC Membership form, Shades for Annex.
    - 2.2. Motion to Approve: Paul, Second: Colby.
      - a. Vote: 4.0.0. APPROVED

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  3. ANNOUNCEMENTS
    - 3.1. Board: Laverne announced trialing recording the meeting and Paul announced video recording the meeting by a PA High School student.
    - 3.2. Members: None

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  4. APPROVAL OF DRAFT MINUTES:
    - 4.1. [2026-01-14 Board Regular Meeting](#).
    - 4.2. Motion to Approve: Colby Second: Paul.
      - a. Vote: 4.0.0. APPROVED

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  5. REPORTS:
    - 5.1. President Report: Janet
      - a. Resignation of Board Member George Provencher effective February 8, 2026. Nancy Howard is appointed to serve as Board Member for the remainder of the term ending June 30, 2026.
      - b. Mendocino Community Foundation Grant has been submitted \$6,000.00 for kitchen equipment
      - c. USDA Grant. Santa Rosa USDA Rural Development Dept representative Reif Atwell Smith did a site visit on Wed, 2/4/2026. The Grant application was submitted by Janet and Adrian on Monday 2/9/2026.
      - d. ICO Pay 'N' Take advertising will run for 3 months beginning this 2/12/2026.
      - e. The new website will be released on 2/15/2026 for beta testing by Karen Wilder, webmaster.
      - f. The GCC Board will attend a Leadership Workshop lead by Karen Russell on 3/16/2026.
      - g. 01-20-2026, and 02-06-2026 Workshops were used for preplanning the upcoming Agendas.
      - h. The Community Foundation of Sonoma is encouraging GCC to apply for a resiliency grant after build permit is issued.
      - i. Insurance rider for required code upgrades of \$150,000 to the rebuilding project.
    - 5.2. Treasurer Report: Colby /Oral
      - a. Financial Report.
      - b. Donations received.
      - c. [Pay 'N' Take Sales](#).
    - 5.3. Board Member Report: Whyte
      - a. Sonoma Clean Energy: Will start the application to apply for solar panels and submit it when building permit is issued.
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5.4. Board Member Report/ Laverne

- a. Memo Purpose of Resolutions.

5.5. GCC Member Report: Nancy

- a. 2026-2027 Board Election timeline.
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6. UNFINISHED BUSINESS

6.1. Formation of Bylaws Committee / Laverne

- a. Charter: Reviewed Charter. Advised that the Committee would like to submit ballot items in advance of the annual meeting to change the 90 day eligibility to vote by members and to run for board vacancies. Advised held a pre-planning workshop on 1/29/2026 with Janet, Paul, George, Nancy to review election timeline to determine if this was feasible. Advised that Nancy Howard was the GCC Member on the Committee until the notice today of George Provencher resignation and assignment to the Board, so we are looking/soliciting to add a GCC member to the team.
- b. Motion to Approve : Colby Second: Nancy.
- i. Vote: 6.0.0. APPROVED.
- c. Formation of Bylaws Committee: Resolution #06 – Submit for Board Approval.
- i. Motion to Approve : Colby Second: Nancy.
- ii. Vote: 6.0.0. APPROVED.
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7. NEW BUSINESS

7.1. Conflict of Interest Policy: Janet

- a. Rescind Conflict of Interest Policy approved on January 14,2026
- i. Motion to Approve: Colby, Second: Nancy.
- ii. Vote: 6.0.0. APPROVED.
- b. Approve amended Conflict of Interest Policy
- i. Motion to Approve: Laverne, Second: Colby.
- ii. Vote: 6.0.0. APPROVED.
- c. Conflict of Interest: Resolution #09 – Submit as amended for Board Approval February 12, 2026.
- i. Motion to Approve: Colby, Second: Laverne
- ii. Vote: 6.0.0. APPROVED.

7.2. Finance Committee

- a. President Pierucci motions to appoint Paul Cubic Chairperson, Janet Pierucci Board President, GCC Member David Fouts, and GCC Jim Bibb
- i. Motion to Approve: Whyte, Second: Laverne, Recused: Colby.
- ii. Vote: 6.0.0. APPROVED.
- b. Transfer of Funds - Submit Resolution #11 for Board Approval:
- i. A member challenged the transfer of funds from local banks, emphasized Stay Local. Another member advised Redwood Credit Union would like to meet with GCC to present investment options. Resolution tabled to research other options.

7.3. Membership Form

- a. Revised Form: One form per member, only 2 membership levels, all other are donations only, except donations over \$5,000.00 become lifetime members. Calif AB2863 law required removing subscription dues and auto renewals. The form may change but need to approve this version, because this is last item required for release of the new website.
- i. Motion to Approve: Colby, Second: Laverne.
- ii. Vote: 6.0.0. APPROVED.
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8. ADJOURN

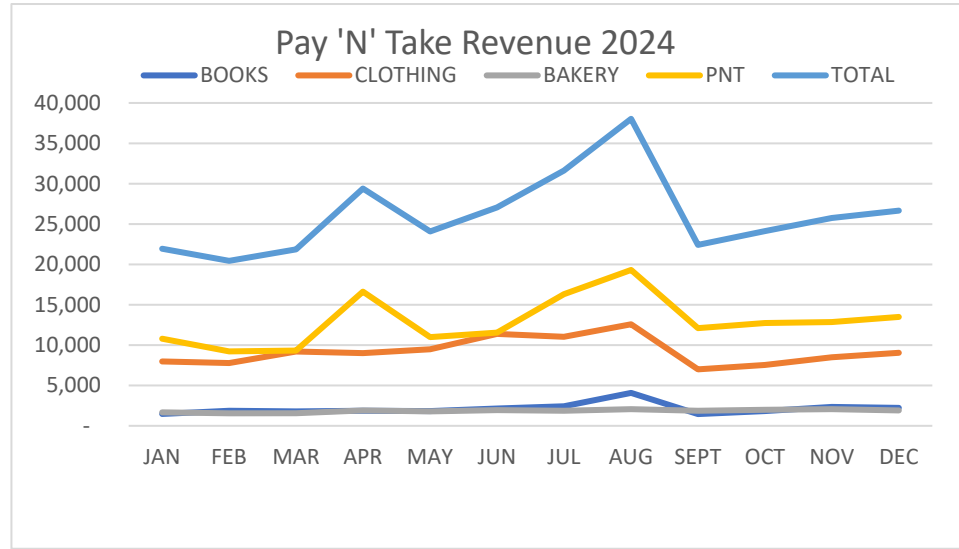
- 8.1. Board Meeting adjourned at 3:25 P.M.. President Pierucci called the meeting back to order at 3:28 P.M. to vote on item 7.3.. Board Meeting Adjourned at 3:30 P.M.
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APPROVED ON: March 11, 2026

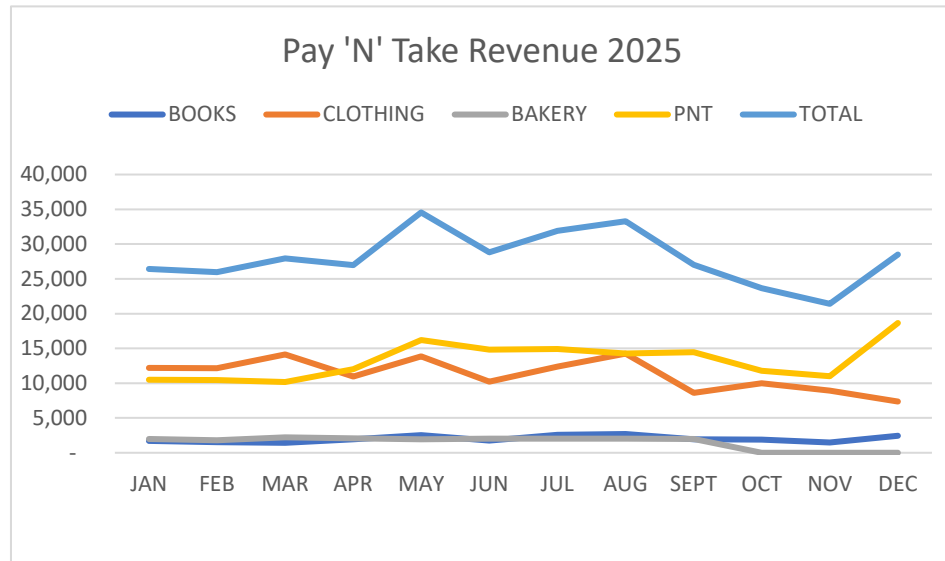
Secretary Signature: Laverne R. Hancock

Date: March 18, 2026

YEAR 2024	BOOKS	CLOTHING	BAKERY	PNT	TOTAL
JAN	1,472	7,991	1,672	10,796	21,931
FEB	1,878	7,776	1,565	9,220	20,439
MAR	1,793	9,199	1,559	9,321	21,872
APR	1,876	8,993	1,909	16,625	29,403
MAY	1,826	9,471	1,779	10,992	24,068
JUN	2,137	11,398	1,961	11,554	27,050
JUL	2,403	11,035	1,882	16,290	31,610
AUG	4,079	12,580	2,063	19,312	38,034
SEPT	1,455	6,996	1,859	12,087	22,397
OCT	1,843	7,549	1,983	12,743	24,118
NOV	2,355	8,499	2,046	12,859	25,759
DEC	2,231	9,067	1,898	13,475	26,671
<b>TOTAL 2024</b>	<b>25,348</b>	<b>110,554</b>	<b>22,176</b>	<b>155,274</b>	<b>313,352</b>



YEAR 2025	BOOKS	CLOTHING	BAKERY	PNT	TOTAL
JAN	1,718	12,217	1,989	10,502	26,426
FEB	1,541	12,155	1,810	10,450	25,956
MAR	1,431	14,141	2,218	10,171	27,961
APR	1,919	10,963	2,069	12,027	26,978
MAY	2,547	13,862	1,930	16,211	34,550
JUN	1,751	10,222	2,031	14,815	28,819
JUL	2,583	12,388	2,036	14,919	31,926
AUG	2,696	14,255	2,050	14,281	33,282
SEPT	1,941	8,618	2,000	14,471	27,030
OCT	1,879	9,994	-	11,778	23,651
NOV	1,472	8,944	-	10,997	21,413
DEC	2,464	7,365	-	18,655	28,484
<b>TOTAL 2025</b>	<b>23,942</b>	<b>135,124</b>	<b>18,133</b>	<b>159,277</b>	<b>336,476</b>



# MEMO

February 1, 2026

Laverne Hancock, Gualala Community Center Board Secretary

RE: Resolutions for California Nonprofit Public Benefit Corporations

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## **Purpose of resolutions for nonprofit public benefit corporation:**

For a nonprofit public benefit corporation, resolutions serve as formal, written records of significant board decisions that go beyond routine operations. They provide a clear "paper trail" for legal, financial, and regulatory compliance.

In California, nonprofit public benefit corporations are required by the [California Corporations Code](#) and other state regulations to use formal resolutions for specific structural, financial, and regulatory actions.

### **1. Statutory & Governance Requirements:**

Certain actions cannot legally proceed without a formal board resolution under California law:

- **Articles of Incorporation:** Any changes to the corporate name or primary purpose must be approved by board resolution.
- **Creating Committees:** Resolutions are required to delegate board authority to specific committees (e.g., executive or [audit committees](#)).
- **Dissolution:** A board must pass a formal resolution to "wind up" and dissolve the corporation.
- **Mergers or Asset Sales:** Significant transactions, such as selling all or substantially all corporate assets, require board-approved resolutions.

### **2. Regulatory & Funding Compliance:**

The California Attorney General and other state agencies often require resolutions as proof of authority for specific filings:

- **Grant Applications:** Many state agencies (such as the [Department of Housing and Community Development](#)) require an "Authorizing Resolution" before a nonprofit can apply for or accept public funds.
- **Self-Dealing Transactions:** To protect against liability in transactions involving an "interested director," the board must pass a resolution confirming the transaction is fair and in the corporation's best interest.
- **Charitable Trust Filing:** While not a standalone resolution, certain significant changes reported to the Registry of Charities and Fundraisers may require board-approved documentation.

### **3. Summary Checklist:**

- **Form SI-100:** Ensure resolutions for officer elections are current to accurately file the [Statement of Information](#) with the Secretary of State every two years.
- **Audit Committee:** If the nonprofit receives more than \$2 million in gross annual revenue, a resolution is needed to establish an independent audit committee as required by the Nonprofit Integrity Act.

A nonprofit organization should pass a new resolution whenever it makes a significant decision that carries legal, financial, or strategic weight, especially when formal authorization and a clear written record are required for compliance or accountability. Situations that typically require a new board resolution include:

### **1. Governance and Structural Changes:**

- **Amending Governing Documents:** Any changes to the corporation's [Articles of Incorporation](#) or bylaws require a formal resolution.
- **Board and Officer Changes:** Voting in new board members, filling a vacancy, or appointing new officers (President/Chair, Secretary, CFO).
- **Hiring or Terminating Executives:** Formalizing the hiring of a new Chief Executive Officer or the termination of key management staff.
- **Mergers or Dissolution:** Decisions to merge with another organization, acquire another entity, or dissolve the corporation require a special resolution, often with a higher voting threshold.

## 2. Financial and Asset Management:

- **Opening Bank Accounts:** Authorizing specific individuals to open bank accounts, access funds, and sign checks on the nonprofit's behalf.
- **Major Contracts and Partnerships:** Entering into long-term or significant contractual agreements with external organizations.
- **Purchasing or Selling Assets:** Acquiring, selling, or leasing major assets, such as real estate or significant equipment.
- **Securing Loans or Credit:** Consenting to the terms of loans, lines of credit, or other debt obligations.
- **Approving Budgets and Large Expenditures:** Formal approval of the annual operating budget or any substantial unbudgeted expenses.
- **Grant Applications:** Authorizing officers to apply for and accept government grants or significant funding.
- **Establishing Financial Policies:** Creating or amending permanent policies related to investments, conflict of interest, or gift acceptance.

## 3. Legal and Compliance Matters:

- **Self-Dealing Transactions:** If a transaction involves a director or officer, a formal resolution is necessary to document that the decision was fair to the corporation and in its best interest.
- **Initiating or Settling Litigation:** Authorizing legal counsel to commence or settle a lawsuit.
- **Regulatory Filings:** Certain filings with the California Attorney General or the IRS may require a certified board resolution to prove authorization.

In essence, any decision that impacts the organization's mission, structure, or long-term financial health should be documented with a formal board resolution to ensure transparency, accountability, and legal compliance.

Neglecting to pass required resolutions can lead to serious legal, financial, and operational consequences. Because resolutions are the official evidence of a board's actions, their absence creates a "paper trail" gap that regulators and courts can exploit.

### 1. Personal Liability and "Piercing the Corporate Veil" :

One of the primary benefits of a corporation is limited liability for its directors and officers. If a nonprofit fails to observe corporate formalities—such as holding meetings and recording formal resolutions—a court may "pierce the corporate veil". This means the court could treat the organization as an "alter ego" of its leaders, potentially making board members **personally liable** for the nonprofit's debts or legal judgments.

### 2. Loss of Tax-Exempt Status:

The **IRS** and the **California Franchise Tax Board** require nonprofits to operate in accordance with their stated mission and governance rules.

- **Audit Risk:** During an audit, if a board cannot provide resolutions for major actions (like executive compensation or asset sales), the IRS may conclude the organization is not properly governed, leading to fines or the **revocation of tax-exempt status**.
- **Form 990 Compliance:** IRS Form 990 specifically asks if the organization documented board actions. Inconsistent or missing documentation can trigger higher scrutiny.

### 3. Financial and Funding Disruptions:

- **Banking Access:** Banks often require a certified board resolution to open accounts or change authorized signers. Without one, an organization may be unable to access its funds.
- **Grant Eligibility:** Grantmakers and government agencies, such as the [California Department of Housing and Community Development](#), often require "Authorizing Resolutions" as a condition for funding. Missing these can result in the **denial of grants** or a loss of existing funding.
- **Audit Failures:** For organizations with over \$2 million in revenue, a lack of documented resolutions can lead to a failed independent audit, which may bar the nonprofit from future state funding.

### 4. Legal Invalidity of Actions:

Decisions made without a formal resolution may be deemed **invalid or "ultra vires"** (beyond the board's legal power).

- **Internal Disputes:** Disgruntled members or donors can sue to overturn actions taken without proper authorization.
- **Self-Dealing Issues:** Under California Corporations Code Section 5233, a "self-dealing" transaction (one involving a director) must be approved by the board via a resolution that explicitly states the transaction is fair to the corporation. Without this, the transaction may be voided, and directors may face significant **excise taxes** or penalties.

### 5. California Regulatory Penalties:

The [California Attorney General](#) monitors governance through the **Registry of Charities and Fundraisers**. Failure to maintain proper records can lead to:

- **Delinquency or Suspension:** The organization can be listed as "Delinquent," which prohibits it from soliciting donations or conducting business in California.
- **Administrative Fines:** State regulators may impose daily fines for non-compliance with reporting and governance requirements.

## Election of four new board members: Timeline 2-6-26

- March 14<sup>th</sup> Last day to become a member eligible to vote in the election of new board members.  
90 days before the last day to vote.
- April 21<sup>st</sup> Announcement of election including timeline.  
Request for candidate statements.  
Description of duties and responsibilities of a board member.  
Announce date, time, place of Annual Membership Meeting.
- May 12<sup>th</sup> Last day to declare candidacy by submitting a Candidate Statement to the GCC Board.
- May 29<sup>th</sup> Ballots mailed to members in good standing.
- June 10<sup>th</sup> 10:00 A.M. Voting ends.
- June 11<sup>th</sup> Votes are counted.
- June 13<sup>th</sup> Annual Membership Meeting. Results of the election are Announced.

# GUALALA COMMUNITY CENTER

*Serve, Support, Celebrate*

## Bylaws Committee Charter

### A. Purpose

The Gualala Community Center Bylaws Committee serves as a standing or special committee of the Board of Directors, tasked with ensuring the bylaws remain relevant, legally compliant, and reflective of the corporation's current operations and mission. The committee examines, evaluates, and recommends proposed changes to the Board.

### B. Structure and Membership

- **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.
- **Appointment:** Members are appointed by the Chair of the Board or the Board itself, as specified in the general bylaws, or if none, then CA Corps Code §5212.
- **Composition:** The committee should consist of a minimum of two or more directors and Gualala Community Center members in good standing. The Chair of the committee and GCC members shall be appointed by the Board Chair with approval by the Board. The committee shall engage Legal Counsel in an advisory role.
- **Term:** Members serve for a term of one year, or until the special project is completed, subject to annual reappointment.
- **Quorum:** A majority of the committee members constitute a quorum for the transaction of business.

### C. Roles and Responsibilities

- **Periodic Review:** Conduct a comprehensive review of the current GCC bylaws in the year 2026 and a review every year thereafter ensuring all bylaws provisions are consistent with the California Corporations Code, Federal and County laws and ordinances, and the GCC's Articles of Incorporation.
- **Amendment Process:** Reviewing and identifying the implications of all proposed amendments to the bylaws.
- **Recommendation:** Formulating recommendations on proposed changes for Legal review, and the Board's and GCC member's consideration and approval.
- **Clarity and Consistency:** Ensuring the bylaws are clear, consistent, and do not conflict with the organization's mission, policies, or procedures.
- **Maintenance:** Maintaining the official, current version of the bylaws document and historical records of all amendments.
- **Chair:**
  - Set agendas, day, time and location of committee meetings.
  - Committee prioritizes the assessment of the GCC bylaw sections.
  - Committee adheres to its charter and timelines.
  - Report findings and recommendations to the Board of Directors.

- **Committee Members:**
  - Participate in reviews and discussions.
  - Research specific governance topics assigned.
  - Assist in comparing bylaws to legal requirements.
  - Contribute to drafting recommendations and final reports.
- **Secretary:**
  - Record accurate minutes of meetings and decisions.
  - Maintain a repository of draft and final documents.
  - Distribute materials and facilitate communication among members.
- **Legal Advisor:**
  - Interpret relevant statutes, ordinances, and codes.
  - Advise on legal compliance and risk mitigation.
  - Draft or review proposed bylaw amendments for legal sufficiency.

## D. Meetings and Reporting Requirements

- **Meetings:** The committee shall meet as needed to fulfill its duties. Meetings can be held in person or remotely.
- **Reporting:**
  - **To the Board:** The committee Chair shall provide a verbal and/or written report of meeting activities and recommendations at each regular Board meeting or as requested by the Board Chair.
  - **Minutes:** The committee shall keep written minutes of its meetings, which shall be submitted to the Board Secretary for retention as corporate records.
  - **External Reporting:** The committee will assist staff and board members in fulfilling external reporting requirements regarding bylaw changes to the appropriate legal entities.

## E. Legal and Regulatory Framework

The committee's work must comply with applicable laws and codes.

- **Federal Law:**
  - **Internal Revenue Code (IRC) Section 501(c)(3):** Governs organizations granted federal tax-exempt status. Bylaws must support the organization's charitable purpose and ensure no private gain or political campaign intervention.
  - **IRS Form 990 Reporting:** Summary of significant changes to bylaws may need to be reported on the corporation's annual information return.
- **California Law:**
  - **California Corporations Code, Part 2, Chapters 1- 19 (Sections 5110-6910) Nonprofit Public Benefit Corporation Law:** This is the primary state law that supersedes any conflicting bylaw provisions. It dictates fundamental governance rules, including the minimum number of directors (at least three), voting procedures, meeting requirements, and fiduciary duties.

- **Form 199 Reporting:** Amendments to bylaws should be reported to the California Franchise Tax Board (FTB) on the annual state tax filing if there are significant changes.

## F. Methodology

- **Legal Requirements:** Gather and review all relevant federal, state law impacting nonprofit bylaws (see Appendix A).
- **Inventory of Existing Bylaws and Articles of Incorporation:** The current version of the organization's bylaws and Articles of Incorporation and prior amendments of each.
- **Additional Resources:** The Attorney General's Guide for Charities, the GCC website, GCC Minutes, bylaws of other nonprofit public facing corporations.
- **Side-by-Side Analysis:** Systematically compare each section of the existing bylaws to the Federal & State Laws, noting areas of compliance, partial compliance, or noncompliance.
- **Documentation:** Maintain detailed records of findings, supporting legal citations, and recommendations for each bylaw provision.
- **Draft Recommendations:** Prepare a report summarizing findings, recommended amendments, and rationale for each change. Create redline version of the changes.
- **Consultation:** Seek clarification from legal counsel as needed for ambiguous or complex requirements and to perform the final assessment before Reporting.
- **Reporting:** Present the draft report and proposed amendments to the Board of Directors for review and approval.
- **Vote of the Membership:** The bylaws will be presented to the Membership for adoption of the revised bylaws.

Bylaws Methodology: Inventory of Existing Bylaws

Priority	Bylaws Articles	Resources
	Article I – Purpose §1 Statement	Articles of Inc, Article III CA Code Chapter 1
3	Article II – Membership §1. Eligibility: Age §2. Membership Types	Articles of Inc, Article IV CA Code §5310-5354 CA AG Guide for Charities GCC Website GCC Minutes
4	Article III – Membership /Rights & Responsibility §1. In Good Standing – Dues are current 3 months §2. Rights and Privileges a. Hold office at GCC b. Participation in all GCC affairs c. Vote at annual & special meetings d. Attend Board Meetings e. Honorary Members rights & privileges §3. Exempted of Liability	Articles of Inc, Article IV CA Code §5310-5354  CA AG Guide for Charities GCC Website GCC Minutes
5	Article IV – Directors §1. Number of Directors – seven (7) §2. Eligibility: In Good standing after 3 months §3. Duties a. Regular Open Meetings b. Quorum c. Special Meetings called by Directors d. Authorized spending limits e. Compensation: None f. Accept receipt of Charitable items §4. Vacancies a. Absences b. Convictions	Articles of Inc, Article VI Articles of Inc, Article VII CA Code §5151 Code §5810-5820  CA Code §5210-5239 CA AG Guide for Charities GCC Website
2	Article V – Meetings of Membership / notification, timeframe § 1. Annual Meeting – June, election of board § 2. Special Meetings called by Board § 3. Quorum – 25 members, including board § 4. Special Meetings petitioned by 25 Members in good standing § 5. Annual recognition of GCC Volunteers	CA Code §5510-5527 CA Code §5610-5617 CA AG Guide for Charities GCC Website
6	Article VI – Officers § 1. Titles of President, VP, Secretary, Treasurer must be Board Members, elected for a Term of 1 year. Fill vacancies § 2. Duties by Title	Bylaws  CA Code §5210-5239 CA AG Guide for Charities GCC Website
1	Article VII – Nominations and Election of Directors § 1. When: Annual Meeting, Nominating Committee and from the floor or written acceptance of nomination § 1.1. Voting: If physical meeting of membership cannot be held then 1 <sup>st</sup> Class Mail or Electronic Delivery. Vote Tabulation: Admin/Office Mgr. & Treasurer	Bylaws General Provisions §5036 CA Code §5510-5527 CA Code §5610-5617 CA AG Guide for Charities GCC Website

	<p>§ 2. Voting: Secret ballots if more nominees than vacancies, Tabulation 3 tellers, A majority vote of members present shall be required to elect any nominee to office</p> <p>§ 3. Director terms:</p> <p>a. Elected for 2 year term</p> <p>b. Member must be off Board for 1 year to be re-elected or to fill a vacancy</p> <p>c. Directors shall be elected in groups of 3 or 4</p>	
7	<p>Article VIII – Amendments of Bylaws</p> <p>§ 1. Proposed by any member at the Annual Meeting, or by electronic means or 1<sup>st</sup> Class mail, or meeting called by the Board. Voted at next meeting of membership, or by electronic means or 1<sup>st</sup> Class mail. Notice of meeting at least 1 month in advance of the meeting. If approved by members present, or by electronic means or 1<sup>st</sup> Class mail the amendment shall stand adopted</p>	<p>CA Code §5150-5153 CA Code §5810</p>
8	<p>Article IX – Robert’s Rules of Order</p> <p>§ 1. The business of all meetings of the GCC shall be conducted along the lines of <u>Robert’s Rules of Order</u></p>	<p>Bylaws Robert’s Rules of Order</p>

CA Codes not included in Bylaws

	Required Fillings by Corporation or Its Agent	CA Code §6210-6216
	Records, Reports, and Rights of Inspections	<p>CA Code §5160 CA Code §6310-6338 CA Code §5810</p>

GUALALA COMMUNITY CENTER INC  
Resolution #06  
Formation of the Bylaws Committee

Adopted on February 11, 2026

**WHEREAS**, it is the consensus of The Board of Directors that the Gualala Community Center Bylaws reflect the corporation's current operations and mission and are legally compliant with State and Federal laws.

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

**THEREFORE, BE IT FURTHER RESOLVED**, upon approval of amendments by legal counsel and the Board of Directors, the Amended Bylaws shall be submitted to the membership for final approval as defined by the most current GCC Bylaws in effect at the time of the vote.

Motion by: Director Colby Bibb

Second: Director Nancy Howard

Absent: Director Darla Buechner

Abstain/ Excused:

VOTE: Ayes:  Nays:  Abstained:  Approved:  Failed:

Secretary Signature: *Laverne R. Hancock* Date: 2/12/2026

# Gualala Community Center

## Conflict of Interest Policy

ADOPTED on January 14, 2026

### 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.

## CONFLICT OF INTEREST POLICY

**Purpose of Policy:** It is the general policy of Gualala Community Center (the “GCC”) to decline to engage in any transaction with any third party that is not fair and reasonable to the GCC, in the GCC’s best interest, and for the GCC’s benefit. This Conflict of Interest Policy is specifically designed to protect the interests of the GCC when it is contemplating entering into a transaction that might benefit, directly or indirectly, the private interest of a current or former officer or director or other person with influence over the GCC. This policy is intended to promote compliance with nonprofit corporate and federal tax-exemption laws, and to ensure that any transaction between the GCC and any individual in a position to affect the GCC’s decision-making with respect to that transaction is fair and reasonable to the GCC, in the GCC’s best interest, and for the GCC’s benefit.

### A. Definitions

- 1) **Interested Person.** An Interested Person is any director, officer, member of a committee with powers delegated by the GCC’s board of directors (a “Board Committee”), or key employee (as defined in the IRS Form 990 instructions) of the GCC who has a Financial Interest (defined below). The term also includes any person who has been in any such position in the five years preceding the transaction at issue.
- 2) **Financial Interest.** A person has a Financial Interest if the person has, either directly or indirectly, including through a family member or business:
  - a. an actual or potential ownership or investment interest in any entity with which the GCC has, or is negotiating or considering, a transaction or arrangement; or
  - b. an actual or potential compensation arrangement with the GCC or with any entity or individual with which the GCC has, or is negotiating or considering, a transaction or arrangement.
- 3) **Conflict of Interest.** A Conflict of Interest exists when an Interested Person may reasonably expect to receive a material financial benefit from a decision he or she could make in his or her capacity as an Interested Person, including indirect benefits to family members of the Interested Person or businesses with which the Interested Person is associated. For purposes of this policy, Conflict of Interest does not include questions involving a person's competing or respective duties to the GCC and any other organization, such as by serving on the boards of both organizations, that do not involve a material Financial Interest of, or benefit to, such person.

### B. Procedures

- 1) **Duty to Disclose.** An Interested Person who has or becomes aware of a potential Conflict of Interest must promptly disclose the existence of any Financial Interest giving rise to the potential Conflict of Interest and be given the opportunity to disclose all material facts to the directors or to members of any committee assessing potential conflicts of interest on behalf of the GCC (“Conflict Committee”).
- 2) **Transaction Approval.** After disclosure of the Financial Interest and all material facts, and

after any discussion with the Interested Person, the disinterested members of the board or Conflict Committee shall decide (i) whether a conflict exists and, if so, (ii) whether to enter into the transaction. The Interested Person(s) shall not be present during the board or Conflict Committee's final deliberations and shall not vote on any decisions regarding (i) or (ii) above.

**a. If the transaction does not involve a director who has a material Financial Interest:** After exercising due diligence, which may include investigating alternatives that present no conflict, the board or Conflict Committee may approve the transaction, if it determines by such vote as required by the GCC's governing documents or applicable law that the transaction is fair and reasonable as to the GCC, in the GCC's best interest, and for its own benefit.

**b. If the transaction involves a director who has a material Financial Interest:** After exercising due diligence, which may include investigating alternatives that present no conflict, the board of directors may approve the transaction *only if*:

i. prior to consummating the transaction, the board approves the transaction in good faith by a vote of a majority of the directors then in office (or such vote as otherwise required by the GCC's governing documents or applicable law), without counting the vote of any director or directors who are Interested Persons; and

ii. prior to approving the transaction, the board considers and in good faith determines after reasonable investigation under the circumstances that (1) the transaction or arrangement is fair and reasonable as to the GCC, (2) the transaction is in the GCC's best interest, and (3) the GCC could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Decisions involving a director with a material Financial Interest in a transaction may be made initially by a Conflict Committee only where it is not reasonably practicable to obtain advance board approval and must be ratified by the board at the board's next meeting.

### **C. Violations of the Conflicts of Interest Policy**

- 1) If the board has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the board determines the Interested Person has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

#### **D. Records of Proceedings**

The minutes of the board or relevant Conflict Committee shall be prepared by the later of the next meeting or 60 days and contain:

- 1) The names of the Interested Persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the board or relevant Conflict Committee's decision as to whether a Conflict of Interest in fact existed.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or financial arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **E. Annual Statements**

Each director, officer, Board Committee member, and key employee shall annually sign a statement that (a) the person has received a copy of this policy, has read and understood it, and has agreed to comply with it; and (b) if required, discloses the person's Financial Interests and family relationships that could give rise to conflicts of interest, *in the form attached* to this policy. The GCC shall annually review disclosure forms submitted and monitor compliance with this policy.

## Key employee definition

### (From the Instructions for Form 990 - Glossary)

For purposes of Form 990, an **employee** of an organization (other than an **officer, director, or trustee**) who meets all three of the following tests applied in the following order:

1. \$150,000 Test. Receives **reportable compensation** from the organization and all **related organizations** in excess of \$150,000 for the calendar year ending with or within the organization's tax year.
2. Responsibility Test. The employee:
  - a. has responsibilities, powers or influence over the organization as a whole similar to those of officers, directors, or trustees;
  - b. manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or
  - c. has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.
3. Top 20 Test. Is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the organization and related organizations for the calendar year ending with or within the organization's tax year.

**GUALALA COMMUNITY CENTER**

**CONFLICT OF INTEREST POLICY:  
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT**

Gualala Community Center GCC (the “GCC”) follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, any of our key employees, any person with substantial influence over the GCC, or any other Interested Persons.

**Part I. Acknowledgment of Receipt**

I hereby acknowledge that I have received a copy of the conflict of interest policy of the Network, have read and understood it, and agree to comply with its terms.	
_____	_____
Signature	Date
_____	
Printed Name	

**Part II. Disclosure of Financial Interests (directors, corporate officers, top management official, top financial official, and key employees only)**

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. In order to complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II. If you are not an officer or director of the GCC, we have determined that you qualify as a key employee under IRS definitions.

A “conflict of interest,” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.<sup>1</sup> Only financial interests must be listed on this disclosure form.

The purpose of this disclosure is to provide the Board of Directors or other governing body with a meaningful opportunity to determine whether a conflict of interest exists, by disclosing any interest that could give rise to a conflict of interest. Complete, accurate disclosure gives the governing body information it needs to fulfill its fiduciary obligations and to make decisions that are in the best interest of the organization.

<sup>1</sup> This definition applies for purposes of this Part II disclosure form and is more limited than the definition of a conflict of interest under the Network’s policy.

**Part II** Please check ONE of the following boxes:

My interests and relationships have not changed since my last disclosure of interests. [Proceed to signature block below. Do not complete the tables.]

**OR**

I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses/ domestic partners of brothers, sisters, children, grandchildren, and great grandchildren	

Type of interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Network	
Transactions or affiliations with other nonprofit organizations	
Transactions or affiliations with business entities	
Business or investment holdings (any direct or indirect ownership interest in excess of 5%)	

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

# GUALALA COMMUNITY CENTER

## Resolution #09 Conflict of Interest Policy Approved as Amended

Adopted on: February 11, 2026

**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.

2026-01-14: Motion to approve

Motion by: Director Paul Cupich

Second: Director Laverne Hancock

Absent: None

Excused: None

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

2026-02-11: Motion to approve as amended

Motion by: Director Colby Bibb

Second: Director Nancy Howard

Absent: Director Darla Buechner

Excused:

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

Board Secretary Signature: Laverne R. Hancock

Date: 2/12/2026

# GUALALA COMMUNITY CENTER INC

## Resolution #10

### Fidelity Money Market Accounts Transfers

Adopted on \_\_\_\_\_

**WHEREAS**, the Board of Directors deems it in the best interest of the Company to diversify its financial holdings to enhance security and yield.

David Fouts, Temporary Financial Advisor to the GCC Board, has made the following recommendations to the Board:

Currently there is \$441,803 in the General Fund Account at West America Bank. He recommends transferring \$300,000 from that account to the existing General Fund account with Fidelity. That is a money market account.

In addition, he reports that there are 5 CDs at Redwood Credit Union which will be maturing from March 26 th to July 26 th of this year. He recommends that as each of them matures, the funds be placed in the existing Fidelity Rebuilding Fund. This is also a money market account.

**THEREFORE, BE IT RESOLVED**, That the GCC Board will accept David Fouts recommendations as stated above.

Motion by: Director \_\_\_\_\_ Second: Director \_\_\_\_\_

Absent: Director \_\_\_\_\_ Excused: Director \_\_\_\_\_

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

Secretary Signature: \_\_\_\_\_ Date: \_\_\_\_\_

# GUALALA COMMUNITY CENTER

*Serve, Support Celebrate*

## Membership form

Date: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

**Membership** Each person must fill out a separate form in order to receive a confidential ballot. A \$10 individual Membership runs from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Please indicate the number of years for which you would like to pay.

Number of Years X \$10 = Total amount: \$ \_\_\_\_\_

Business: \$50 / year

## We also welcome Your Donations

Supporter: \$120

Partner: \$750

Sponsor: \$2,000

Patron: \$5,000

Benefactor: Donors who give any amount over \$5,000, become Lifetime Members.

May we add your name (no donation amount) to our website Donor Wall? Yes  No

Amount paid for Membership: \$ \_\_\_\_\_

Amount paid for Donation: \$ \_\_\_\_\_

TOTAL AMOUNT PAID TODAY: \$ \_\_\_\_\_

Make your check payable to: Gualala Community Center and mail it to:  
GCC, PO Box 263, Gualala, CA 95445.

To pay with a credit card, please fill out this form and mail it to the above address.

## Credit Card Information

Name on the card: \_\_\_\_\_

Type of card:  Visa,  Master Card  Other: \_\_\_\_\_

Credit card #: \_\_\_\_\_ CVC# \_\_\_\_\_

Expiration date: \_\_\_\_\_

Questions? Phone us at: (707) 884-3179.  
Or, visit our website at: [gualalacommunitycenter.org](http://gualalacommunitycenter.org)  
THANK YOU!

GUALALA COMMUNITY CENTER

*Serve, Support, Celebrate*

**MINUTES APPROVED AS AMENDED**

**GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING**

WEDNESDAY, JANUARY 14, 2026, 2:30 PM

Gualala Baptist Church 37300 Church St.

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**THESE MINUTES WERE APPROVED AS AMENDED BY THE BOARD ON FEBRUARY 11, 2026**

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1. CALL TO ORDER: by President Pierucci at 2:01 P.M.
    - 1.1. Directors: Janet Pierucci, Darla Buechner, Colby Bibb, Paul Cupich, Laverne Hancock, George Provencher. Whyte Owen arrived at 2:36.
    - 1.2. Quorum: Yes.
    - 1.3. Scribe: Nancy Howard.
    - 1.4. GCC Members Attendance: Visual count by Board Secretary – 10.

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  2. ADOPTION OF THE AGENDA:
    - 2.1. Adds/Changes: Janet added to Reports as Item 5.1.g. Correspondence.
    - 2.2. Darla added to New Business as item 7.1. Volunteer appreciation event.
    - 2.3. Motion to Approve: Paul, Second: Colby.
    - 2.4. Vote: No vote taken.

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  3. ANNOUNCEMENTS
    - 3.1. Board; none.
    - 3.2. Members: none.

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  4. APPROVAL OF DRAFT MINUTES:
    - 4.1. **2025-12-10 Regular Meeting:**
      - a. Amend Item 8.2.d. Square Resolution #05
      - b. Motion to Approve: Janet, Second: Laverne.
      - c. Vote: 5.2.0. Opposed by: Darla and George APPROVED as amended.
      - d. Darla opposed this motion because the proposal to change the wording of Resolution #05 did not happen at the December 10<sup>th</sup> meeting but rather was developed as a result of information gathered after the December 10<sup>th</sup> meeting.

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  5. REPORTS:
    - 5.1. President Report: Janet:
      - a. Change of Address: The site of the new building has the former address: 47950 Center Street. The annex has a new address: 47970 Center Street.
      - b. Charity Navigator: Problem entering data is expected to be resolved in the next week
      - c. Countryside Motel (CM) has named GCC as an “additionally insured entity” on CM’s insurance policy to use GCC’s parking area.
      - d. USDA Grant: GCC is required to file a detailed application with the help of Reef Atwell-Smith from the USDA office of Rural Development in Santa Rosa. Janet, Scott Matthews, Paul, and Nancy will join a Zoom training session to learn more about the grant’s requirements and receive information on how to proceed.
      - e. The Board is now working on researching funding and grant opportunities.
      - f. Membership Renewal 2026: 510 renewal letters went to members. 30 renewals have been received. On about January 20<sup>th</sup> Janet will send a renewal reminder letter. The new website will have a simpler way of joining GCC and renewing a membership.
      - g. Website update: Karen Wilder reports that it will likely be up and running by Feb 1<sup>st</sup>.
      - h. Correspondence: Letter of thanks from the Redwood Education Foundation for the grant of \$3200 from GC. Letter of thanks from Star Cross for supporting their food programs.
    - 5.2. Vice President Report: Darla:
      - a. Steering Committee/Rebuild Committee: Adrian submitted a response to Mendocino County Building Department’s request for additional information on the build permit. The permit for Grading and Compaction has been issued. Survey to locate and mark the
-

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corners of all the GCC lots has been completed. The design for the water connection for fire suppression has been completed. A meeting to determine the cost of connection has yet to take place. Changes to kitchen design eliminated the walk-in refrigerator, allowing for more storage. Former office space will be converted into a classroom and a conference room. A shower has been added to assist emergency personnel.

- b. Summary Report:
  - i. December 12, 2025 Exec Session: The Board drafted a letter to the Independent Coast Observer (ICO) and to GCC members explaining the severance between CS and GCC.
  - ii. January 5, 2026 Workshop: Planning for Board meetings.
- c. Coastal Seniors: There was concern regarding the lack of clarity on CS funding. Their charter and that of GCC could not be combined. Legal counsel advised the GCC Board that it was an unwise to make a commitment “in perpetuity” on the part of future boards and membership. GCC will continue monthly financial support, help with fundraising, and encourage a weekly senior luncheon.

5.3. Treasurer Report: Colby:

- a. Financial Report:
  - Pay ‘N’ Take income for December \$28,477. July to December: \$155,780.
  - General fund \$814,522
  - Rebuilding \$ 2,394, ???
  - Donations given by GCC: \$3250 to Redwood Education Foundation.
    - \$1000 in November and December to each of 3 food banks.
    - \$1250 per month to CS.
- b. A suggestion was made that members pay a lesser fee than non-members for use of the hall. The Board will consider this at a future date.
- c. Fidelity Brokerage Accts: No report.

5.4. Board Member Report: Whyte:

- a. Pay ‘N’ Take Sales Tax Exemption: Exemption for sales tax relies on earmarked funds for a specific group or population. GCC does not meet that requirement.
- b. Community Foundation of Mendocino Grant Application for \$6000 is almost complete. It would be targeted “towards outfitting the kitchen”.
- c. Sonoma Community Foundation and Sonoma Clean Energy: Received \$20,000 a few years ago from Sonoma CF. Janet is exploring options for applying for any new grants. Clean Energy gave GCC \$10k in the past. Janet has also contacted them about current gift opportunities.

5.5. Pay ‘N’ Take Departments: Nancy:

- a. Nancy reported that only credit cards and debit cards will be accepted; no digital wallets or Bitcoin transactions.

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6. MEMBERS AGENDA:

- 6.1. Member Michael Thomas: Request for more information on the separation of Coastal Seniors from the Rebuilding Plan. (See 5.2.c.)
- 6.2. Member asked for clarity on website for making membership renewals. A revised format will be on the website. (See 5.1.e.)

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7. UNFINISHED BUSINESS:

7.1. Formation of Finance Committee

- a. Charter: George
- b. Motion to Approve the charter: Laverne, Second: Colby.
  - i. Vote: 7.0.0 APPROVED.
- c. Formation of Finance Committee: Resolution #04 – Submit for Board Approval.
  - i. Motion to Approve: Laverne, Second: Colby.
  - ii. Vote: 7.0.0. APPROVED

- 
- d. President Pierucci motioned to appoint Committee Members: Chairman: Director George, Treasurer Colby, Director Paul and GCC Member Scott Matthews.
    - i. Motion to Approve: Janet, Second: Laverne.
    - ii. Vote: 7.0.0. APPROVED.

7.2. Gualala Community Center Policies:

- a. Whistleblower Policy: Darla
  - i. Motion to Approve : Whyte, Second: Paul.
  - ii. Vote: 7.0.0. APPROVED.
- b. Whistleblower Policy: Resolution #08 – Submit for Board Approval.
  - i. Motion to Approve: Paul, Second: Colby.
  - ii. Vote: 7.0.0. APPROVED.
- c. Conflict of Interest Policy: George.
  - i. Motion to Approve: Paul Second: Laverne.
  - ii. Vote: 7.0.0. APPROVED.
- d. Conflict of Interest: Resolution #09 – Submit for Board Approval.
  - i. Motion to Approve: Colby Second: Paul.
  - ii. Vote: 7.0.0. APPROVED.
- e. Document Retention & Destruction: In progress; seeking advice from attorney.

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8. NEW BUSINESS:

- 8.1. Darla: Request for \$500 to pay for Volunteer Appreciation Celebration honoring Evelyn Osteraas for her long and generous service to Pay 'N' Take.
- 8.2. Motion to approve: Whyte, Second: Paul.
  - a. Vote: 7.0.0. APPROVED.

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9. ADJOURNMENT

- 9.1. By President Pierucci: 4:05 P.M.
- 

APPROVED ON: February 11, 2025 \_\_\_\_\_

Secretary Signature: Laverne R. Hancock

Date: 2/12/2026

# GUALALA COMMUNITY CENTER

*Serve, Support, Celebrate*

## MINUTES AS REVISED AMENDED

### GUALALA COMMUNITY CENTER BOARD OF DIRECTOR REGULAR MEETING

WEDNESDAY, December 10, 2025 2:30PM

Gualala Baptist Church 37300 Church St

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**MINUTES APPROVED AS AMENDED ON JANUARY 14, 2026,**

**8.2.d.: REVISED AMENDED RESOLUTION #05 SQUARE IMPLEMENTATION ON JANUARY 14, 2026**

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.

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6. MEMBERS AGENDA – NONE

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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.
    - i. Remove adjournment time of the meeting.
    - ii. List the month, day, year and start time for remaining dates of regular board meetings.
  - b. 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
- a. Fast track the bylaws to change from a fix number of 7 board members to a floating number of 5 - 9.
    - i. Appoint Paul White and Lori Novack, to the 2 new seats without an election in order not to lose these valuable resources.
  - b. 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.

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## 8. NEW BUSINESS

- 8.1. Formation of the Finance Committee and Establishing Two Reserve Accounts - Submit **Resolution #04** for Board Approval:
- Read Resolution into the minutes / George.
  - 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:
- Read Resolution into the minutes / Paul.
  - George: We can vote on this today.
  - Motion: Paul Second: Colby.
    - Vote: 6.0.0. APPROVED.
  - Motion to approve amended revised Resolution #05 on 1/14/2026 /**Attached**
    - 1<sup>st</sup> 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'.
  - Motion to approve: Janet Second: Laverne.
    - Vote: 5.2.0. Opposed: Darla and George APPROVED
  - Darla opposed this motion because the proposal to change the wording of Resolution #05 did not happen at the December 10<sup>th</sup> meeting but rather was developed as a result of information gathered after the December 10<sup>th</sup> meeting.
- 8.3. Formation of the Bylaws Committee - Submit **Resolution #06** for Board Approval:
- Read Resolution into the minutes / Laverne
  - 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:
- It will fund 5 teachers.
  - Board requests a report from the grantee on how the mini grants are spent.
- b. Motion to Approve: Paul Second: Colby:
- 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
- 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:
- Motion: Darla Second: Colby
    - Vote: 6.0.0. APPROVED

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## 9. ADJOURNMENT

- 9.1. The Board Meeting Adjourned at 4:30 PM
- 

APPROVED ON: January 14, 2026

Board Secretary Signature: Laverne R. Hancock

Date: 2/12/2026

REPORT for Dec 10, 2025 GCC Board Meeting

**President Report: Janet**

Charity Score: To improve GCC Charity score from 2 to 5, Tempura Board

- Added GCC website URL to Tax Form 990
- Added Financial Statement to Charity Score Navigator Site
- Establishing Conflict of Interest, Whistleblower, Document Retention and Management policies

Website Development:

- The new Website Development is in progress
- To view the Agendas and Minutes on the current website,
  - go to <https://gualalacommunitycenter.org/>
  - Click on About Us /top left of page
  - Scroll down below the Board Member names, to the sentence:  
**Click the (+) symbol to see all the recent meetings of the Gualala Community Center**

Donations:

- The Point Arena, Manchester and Gualala Food Banks were each donated \$1000 in both November and December

REPORT for Dec 10, 2025 GCC Board Meeting

**VP Report: Darla Beuchner, Board Liaison to the Steering Committee/Rebuilding Project**

The Steering Committee/Rebuilding Project met on 11/19/2025

Rick O'Neil, Jim Rygh, Adrian Adams of the Steering Committee met with David Bower, Owner/Operator of the North Gualala Water Company to discuss hooking up the new GCC to the water company for our fire suppression system, this all looks good going forward and doesn't seem to be a problem. The Water Company will remove one of our existing meters and supply one meter to both buildings, thinking of it as one customer and not two different properties. John Bower suggested a legal description be developed from Huffman Engineering & Surveying (HE&S) regarding relocating the new water meter and creating an easement for the water line and meter.

The Steering Committee member Jim Rygh will meet with HE&S to identify the property corners needed for Rebuild Project, the amount of this survey is \$3,200. Jim will ask about the other property surrounding the GCC and get a price to find corners for all the lots owned by GCC, including the property next door to the motel, where they park larger vehicles. This cost is not related to the Rebuild Project. The cost will come from the General Fund.

Jim also agreed to meet with the owners of the Post Office to discuss our construction plans. GCC property line seems to be very close to the Post Office parking area and we will be working in that area during construction. He will report back to the Board at our next Board Meeting in December, if he has any information on this.

# GUALALA COMMUNITY CENTER INC

## Resolution #07

Set the Date, Time and Location of the 2025-2026 Regular Board Meetings

### Adopted as amended on December 10, 2025

**WHEREAS** a Resolution was approved in the September 10, 2025 Board meeting to set the regular meetings to take place at 6:00 pm on the 2<sup>nd</sup> (second) Wednesday of each month

**WHEREAS** the Board meetings have been held in temporary locations since an arson fire destroyed the Gualala Community Center in 2023 and it was determined that conference room in the Gualala Community Center Annex is too small to accommodate the membership attendance at the Board meetings.

**WHEREAS** a motion was approved in the November 12, 2025 Board meeting to change the regular meetings start time to 2:30 PM for weather related safety issues and to locate a permanent facility for the remainder of the 2025-2026.

**WHEREAS** Gualala Baptist Church approved the use of its facility which accommodates the day, time and capacity requirements for Gualala Community Center Board meetings.

**THEREFORE, BE IT RESOLVED**, that the Board of Directors shall hold the remainder of its regular meetings on the 2<sup>nd</sup> Wednesday of every month, at 2:30 PM at the Gualala Baptist Church, from December 2025 through June 2026.

Day	Date	Time	Meeting Type	Location
Wednesday	December 10, 2025	2:30 PM	Regular	Gualala Baptist Church
Wednesday	January 14, 2026	2:30 PM	Regular	Gualala Baptist Church
Wednesday	February 11, 2026	2:30 PM	Regular	Gualala Baptist Church
Wednesday	March 11, 2026	2:30 PM	Regular	Gualala Baptist Church
Wednesday	April 8, 2026	2:30 PM	Regular	Gualala Baptist Church
Wednesday	May 13, 2026	2:30 PM	Regular	Gualala Baptist Church
Wednesday	June 10, 2026	2:30 PM	Regular	Gualala Baptist Church
Saturday	June 20, 2026	1:00 PM	Annual	Gualala Baptist Church

Motion by: George Provencher  
Director \_\_\_\_\_

Second: Darla Buechner  
Director \_\_\_\_\_

Absent: Whyte Owen  
Director \_\_\_\_\_

Excused/Reason:  
Director \_\_\_\_\_

VOTE: Ayes:  Nays:  Abstained:  Approved:  Failed:

Secretary Signature: Laverne R. Hancock Date: 2/12/2026

# GUALALA COMMUNITY CENTER Resolution #05

## SQUARE Fees

ADOPTED on December 12, 2025 and  
Amended Revised 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<sup>(1)</sup>,

**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<sup>(2)</sup> customers who opt to pay by credit card or debit card<sup>(2)</sup>.

2025-12-10: Motion to approve

Motion by: Director Paul Cupich  
Absent: Director Whyte Owen

Second: Director Colby Bibb  
Excused/Reason: None

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

2026-01-14: Motion to approve amended revised

Motion by: Director Janet Perucci

Second: Director Laverne Hancock

Absent: None

Excused/Reason: None

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

Nays: Darla Buechner, George

Secretary Signature: Laverne R. Hancock Date: 2/12/2026

1/14/2026 Underlined and bold text corrections:

(1) 1<sup>st</sup> Whereas: added 'or debit card'

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



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## Fwd: Congratulations - Update Regarding Rep. Huffman Congressional Community Project Funding Request

1 message

----- Forwarded message -----

From: **Trimmer, Shane** <[Shane.Trimmer@mail.house.gov](mailto:Shane.Trimmer@mail.house.gov)>

Date: Mon, Nov 17, 2025 at 10:59 AM

Subject: RE: Congratulations - Update Regarding Rep. Huffman Congressional Community Project Funding Request To: Kevin Evans <[keretired16@icloud.com](mailto:keretired16@icloud.com)>, [consultjbp@gmail.com](mailto:consultjbp@gmail.com) <[consultjbp@gmail.com](mailto:consultjbp@gmail.com)>

Cc: Callaway, Jenny <[Jenny.Callaway@mail.house.gov](mailto:Jenny.Callaway@mail.house.gov)>, McCue, Morgan <[Morgan.McCue@mail.house.gov](mailto:Morgan.McCue@mail.house.gov)>, Anderson, Jezreela <[Jezreela.Anderson@mail.house.gov](mailto:Jezreela.Anderson@mail.house.gov)>

Wrapping Dr. Janet Pierucci into this thread as well for her awareness.

Regards,

**Shane Trimmer**  
*District Director*

*Office of Rep. Jared Huffman*

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**From:** Anderson, Jezreela <[Jezreela.Anderson@mail.house.gov](mailto:Jezreela.Anderson@mail.house.gov)>

**Sent:** Friday, November 14, 2025 9:32 AM

**To:** Kevin Evans <[keretired16@icloud.com](mailto:keretired16@icloud.com)>; Trimmer, Shane <[Shane.Trimmer@mail.house.gov](mailto:Shane.Trimmer@mail.house.gov)>

**Cc:** Callaway, Jenny <[Jenny.Callaway@mail.house.gov](mailto:Jenny.Callaway@mail.house.gov)>; McCue, Morgan <[Morgan.McCue@mail.house.gov](mailto:Morgan.McCue@mail.house.gov)>

**Subject:** RE: Congratulations - Update Regarding Rep. Huffman Congressional Community Project Funding Request

Congratulations!

Best,

Jez



**Jez Anderson**  
*Field Representative*

*Office of Rep. Jared Huffman  
Fort Bragg District Office*

*430 North Franklin Street*

*PO Box 2208, Fort Bragg CA  
95437*

*707-962-0933*

[jez.anderson@mail.house.gov](mailto:jez.anderson@mail.house.gov)

**From:** Kevin Evans <[keretired16@icloud.com](mailto:keretired16@icloud.com)>

**Sent:** Friday, November 14, 2025 9:11 AM

**To:** Trimmer, Shane <[Shane.Trimmer@mail.house.gov](mailto:Shane.Trimmer@mail.house.gov)>

**Cc:** Callaway, Jenny <[Jenny.Callaway@mail.house.gov](mailto:Jenny.Callaway@mail.house.gov)>; Anderson, Jezreela <[Jezreela.Anderson@mail.house.gov](mailto:Jezreela.Anderson@mail.house.gov)>; McCue, Morgan <[Morgan.McCue@mail.house.gov](mailto:Morgan.McCue@mail.house.gov)>

**Subject:** Re: Congratulations - Update Regarding Rep. Huffman Congressional Community Project Funding Request

Thank you Shane for the great news. Please extend the appreciation from our community to Congressman Huffman and his staff for their effort to secure funding assistance to help rebuild the Gualala Community Center.

Have an enjoyable weekend and Thanksgiving Holiday.

Warm regards,

Kevin

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On Nov 13, 2025, at 3:58 PM, Trimmer, Shane <[Shane.Trimmer@mail.house.gov](mailto:Shane.Trimmer@mail.house.gov)> wrote:

Good afternoon Kevin:

As you may have seen, the package of bills that were signed into law that included the continuing resolution, also included the Appropriations Committee's passed Agriculture bill, which included your project!

The project, **Gualala Community Center Rebuilding**, was passed and approved for **\$1,000,000**.

Within the coming months you will receive direct communication from the relevant federal agency managing your project's funding. Please follow all instructions from the agency. The agency may require you to fill out additional information and details on your project. If you have not heard from a federal agency regarding your community project by the end of January, please follow up with us.

At this time, it is hard to determine exactly when you may receive project funding, but it should be within the next four-to-six months. Again, please do not take out a loan to spend these funds on the promise the funds coming soon. Community project funding will be allocated for your specified project spending only, as highlighted in your previously submitted spending plan, and cannot be used to pay off a loan, even if those funds went toward the project. Doing so threatens the relinquishment of your projects funding.

Thank you for your patience throughout this long process.

Very kind regards,

<image001.png>

***Shane Trimmer***  
*District Director*

*Office of Rep. Jared Huffman*

999 Fifth Ave. Suite 290

San Rafael, CA 94901

(415) 258-9657

[Shane.Trimmer@mail.house.gov](mailto:Shane.Trimmer@mail.house.gov)

# 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: January 14, 2026

**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 appointed by the President, with approval of the Board.

Motion by: Director Laverne Hancock

Second: Director Colby Bibb

Absent: Director \_\_\_\_\_

Excused: Director \_\_\_\_\_

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

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Board Secretary Signature: Laverne R. Hancock Date: 2/12/2026

# 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: January 14, 2026

**WHEREAS** it is the consensus of the Board of Directors that it is the responsibility of all board members, employees, volunteers or others to report concerns about violations or suspected violations of laws or regulations that govern the GCC's operations.

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

Motion by: Director Whyte Owen

Second: Director Paul Cupich

Absent: Director \_\_\_\_\_

Excused: Director \_\_\_\_\_

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

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Board Secretary Signature: *Laverne R. Hancock*

Date: 2/12/2026

# **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: January 14, 2026

**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 Paul Cupich

Second: Director Laverne Hancock

Absent: None

Excused: None

VOTE: Ayes:  Nays:  Abstained:  Approved  Failed

Board Secretary Signature: Laverne R. Hancock

Date: 2/12/2026