



GUALALA COMMUNITY CENTER

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AGENDA

GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING

WEDNESDAY, MARCH 11, 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, ,
Nancy Howard, Whyte Owen

1.2. Quorum:

1.3. Scribe:

1.4. GCC Members Attendance: Visual count by Board Secretary -

2. Appointment of New Board Member: Janet.

2.1. Nancy Howard replacing George Provencher for the remainder of his term June 30.2026.

2.2. Motion to Approve: , Second:

a. Vote:

3. ADOPTION OF THE AGENDA:

3.1. Adds/Changes:

3.2. Motion to Approve: , Second:

a. Vote:

3. ANNOUNCEMENTS

3.1. Board:

3.2. Members:

4. APPROVAL OF DRAFT MINUTES:

4.1. [2026-02-11 Board Regular Meeting](#).

4.2. Add/Changes:

4.3. Motion to Approve: , Second:

a. Vote:

5. REPORTS:

5.1. President Report: Janet

- a. Sonoma Community Foundation Grant request.
- b. Mendocino Community Foundation Grant request.
- c. Sonoma Clean Energy Grant.
- d. T- Mobile Hometown Grant.
- e. New Website update.
- f. Media/publicity activity.

5.2. Vice President Report: Darla

- a. 3/4/2026 Executive Session.

5.3. Treasurer Report: Paul

- a. Financial Report.
- b. Donations received.
- c. Pay 'N' Take Sales.

5.4. Finance Committee Report:

- a. Board Financial Oversight: Janet.
- b. Redwood Credit Union cd programs: Paul.
- c. Research regarding rebuilding, construction line of credit: Scott Matthews.

5.5. GCC Rebuild Project:

- a. Rebuild Status: Adrian.
- b. Formation of Construction Committee: Janet.

6. UNFINISHED BUSINESS

6.1. Bylaws Committee: Laverne.

- a. President Pierucci motions to appoint Director Laverne Hancock as Chairperson, Director Nancy Howard as Secretary, Janet Pierucci Board President, GCC Member Karen Russell and GCC Member Cathi Matthews.
 - i. Motion to Approve: , Second:
 - ii. Vote:
- b. Bylaws Committee Report: Laverne

7. NEW BUSINESS

7.1. USDA Grant: Janet.

- a. [Grant Authorization: Submit Resolution #11 – for Board Approval.](#)
 - i. Motion to Approve: , Second:
 - ii. Vote:

7.2. Formation of Membership Committee: Nancy.

- a. [Charter](#)
 - i. Motion to Approve: , Second:
 - ii. Vote:
- b. [Formation of Membership Committee Resolution #12 for Board approval.](#)
 - i. Motion to Approve: , Second:
 - ii. Vote:
- c. President Pierucci motions to appoint Director Nancy Howard and GCC Member Sally Shine
 - i. Motion to Approve: , Second:
 - ii. Vote:
- d. Membership Recommendations:
 - i. Darla's Incentives to increase Membership: Darla.
 - ii. Membership management software: Paul.

7.3. [Whistleblower Policy Update](#): Janet.

- a. Motion to Approve: , Second:
- b. Vote:

7.4. Document destruction – 2014 and prior years' paid receipts and duplicate copies of non-financial records: Janet

- a. Motion to Approve: , Second:
- b. Vote:

8. ADJOURN

8.1.

GUALALA COMMUNITY CENTER

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DRAFT MINUTES

GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING

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

Gualala Baptist Church 37300 Church St

THESE DRAFT MINUTES HAVE NOT BEEN APPROVED BY THE BOARD

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

 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

 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

 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

 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, can apply for solar panel and will start the application now and submit it when building permit is issued.
-

5.4. Board Member Report/ Laverne

- a. Memo Purpose of Resolutions.

5.5. GCC Member Report: Nancy

- a. 2026-2027 Board Election timeline.
-

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.
-

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.

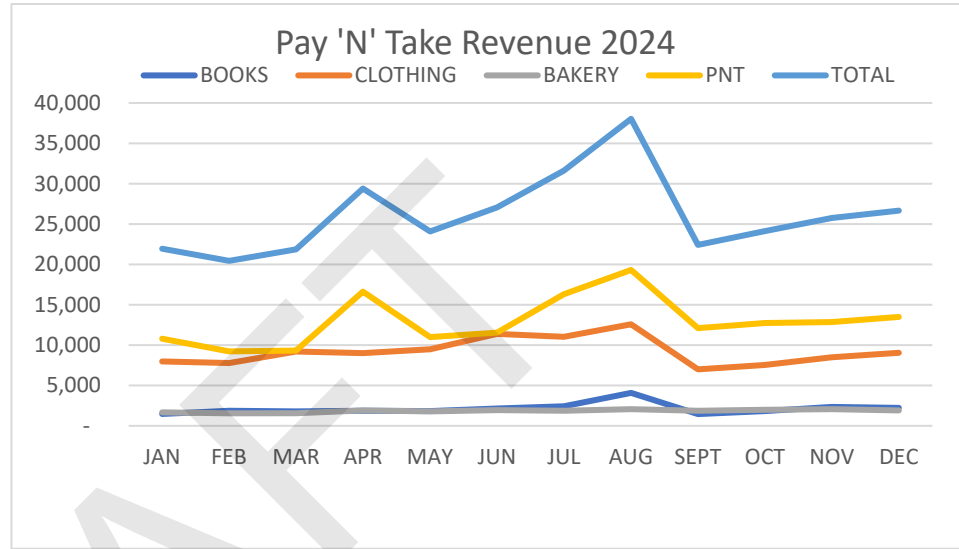
7.3. Membership Form

- 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.
-

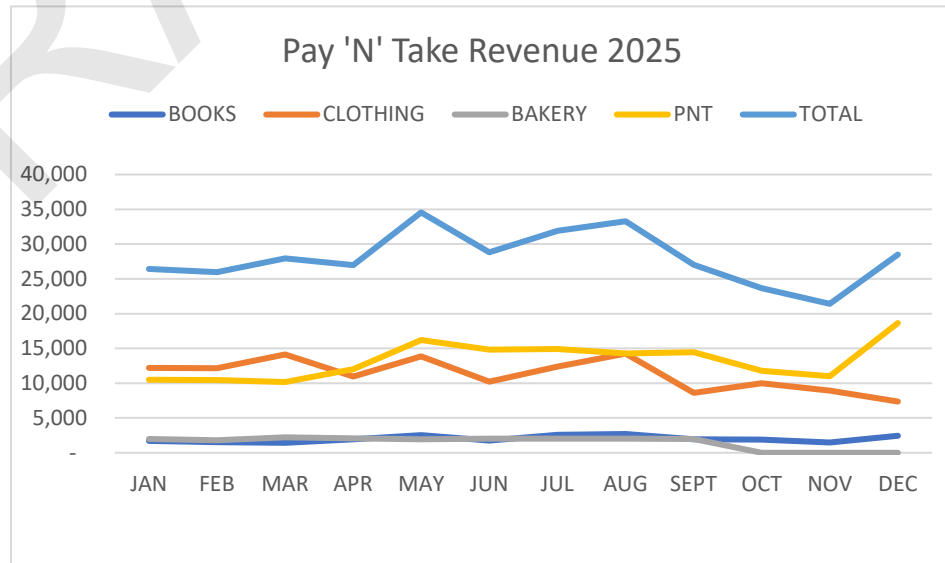
8. ADJOURN

- 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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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
TOTAL 2024	25,348	110,554	22,176	155,274	313,352



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
TOTAL 2025	23,942	135,124	18,133	159,277	336,476



MEMO

February 1, 2026
Laverne Hancock, Gualala Community Center Board Secretary

RE: Resolutions for California Nonprofit Public Benefit Corporations

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 14th 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 21st 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 12th Last day to declare candidacy by submitting a Candidate Statement to the GCC Board.
- May 29th Ballots mailed to members in good standing.
- June 10th 10:00 A.M. Voting ends.
- June 11th Votes are counted.
- June 13th 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 st 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 1st Class mail, or meeting called by the Board.</p> <p>Voted at next meeting of membership, or by electronic means or 1st Class mail.</p> <p>Notice of meeting at least 1 month in advance of the meeting.</p> <p>If approved by members present, or by electronic means or 1st Class mail the amendment shall stand adopted</p>	<p>CA Code §5150-5153</p> <p>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</p> <p>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</p> <p>CA Code §6310-6338</p> <p>CA Code §5810</p>

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.

ADOPTED

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.¹ 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.

¹ 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 1st to December 31st 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

THANK YOU!

GUALALA COMMUNITY CENTER INC
Resolution #11
USDA Rural Development Grant

Adopted on _____

WHEREAS, the Gualala Community Center accepted the USDA Rural Development grant award of \$1,000,000.00 in November 2025.

WHEREAS, GCC is supplying supporting documentation requested by USDA Rural Development.

THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Board President and Board Treasurer to sign all documents relating to the award of USDA Rural Development grant, including but not limited to, authorizing and approving submittal of draws against the grant to the USDA Rural Development.

Motion by: Director _____ Second: Director _____

Absent: Director _____ Excused: Director _____

VOTE: | Ayes: Nays: Abstained: Approved Failed

Board President Signature: _____ Date: _____

Secretary Signature: _____ Date: _____

GUALALA COMMUNITY CENTER

Serve, Support, Celebrate

Membership Committee Charter

A. Purpose

The Gualala Community Center Membership Committee serves as a standing committee of the Board of Directors, tasked with serving the existing members and attracting new members.

1. **Service to members:** The Membership Committee shall:
 - a. Maintain an up-to-date record of Members in good standing.
 - b. Assist the Board with meetings that require the vote of the Membership including ballot measures and elections.
 - i. Notify members of their eligibility to vote.
 - ii. Notify the members of the timeline for elections and ballot measures.
 - iii. Compile and disseminate the ballot documents for the election of Directors and for ballot measures,
 - iv. Recommend to the Board, the members who will be responsible for certifying, tallying, and reporting the results of the vote to the Board to share with the membership.
2. **Encourage Member Involvement in GCC Activities: The Membership shall:**
 - a. Post GCC activities on social media and the GCC website as appropriate.
 - b. Encourage Member participation in volunteer opportunities.
 - c. Develop incentive programs to attract new members.
3. The committee will examine, evaluate, and recommend proposed programs and policies 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 GCC bylaws.
- **Composition:** The committee shall consist of one or more directors and one or more 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.
- **Term:** Members serve for a term of one year.

- **Chair:**
 - Set agendas, day, time and location of committee meetings.
 - Work with the committee to generate and follow through on ideas for expanding membership and volunteer opportunities.
 - Ensure that the Committee adheres to its charter and timelines.
 - Report findings and recommendations to the Board of Directors.

- **Committee Members:**
 - Participate in discussions.
 - Complete assigned tasks.
- **Secretary:**
 - Record accurate minutes of meetings and decisions.
 - Maintain a repository of draft and final documents.
 - Distribute materials and facilitate communication among members.

C. Meetings and Reporting Requirements

- **Meetings:** The Committee members shall meet as needed to fulfill assigned tasks. 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 record records.

GUALALA COMMUNITY CENTER INC

Resolution # 12

Formation of the Membership Committee

Adopted on _____

WHEREAS, it is the consensus of the Gualala Community Center Board of Directors that the Members of this organization shall receive timely information about the activities and opportunities attached to their membership and their eligibility to vote and run for office, and

WHEREAS, the Gualala Community Center welcomes all persons to become members of the organization

BE IT THEREFORE RESOLVED, that the Gualala Community Center Board of Directors authorizes the formation of a Membership Committee. This committee shall include one 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 shall be charged with serving existing members and attracting new members.

Motion by: _____

Second: _____

Absent: _____

Abstain/ Excused: _____

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

Board Chair Signature: _____ Date: _____

Secretary Signature: _____ Date: _____

Gualala Community Center Whistleblower Protection Policy

Revised as Amended March 11, 2026

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 **GCC** 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. **If the concern involves a member of the Board, the report may be directed to the Board Chair or another officer not involved in the matter.**

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.