

GUALALA COMMUNITY CENTER

Serve, Support, Celebrate

AGENDA

GUALALA COMMUNITY CENTER BOARD OF DIRECTORS REGULAR MEETING

WEDNESDAY, FEBRUARY 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, , Whyte Owen
 - 1.2. Quorum:
 - 1.3. Scribe: Nancy Howard:
 - 1.4. GCC Members Attendance: Visual count by Board Secretary -
-

2. ADOPTION OF THE AGENDA:

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

3. ANNOUNCEMENTS

- 3.1. Board:
 - 3.2. Members:
-

4. APPROVAL OF DRAFT MINUTES:

- 4.1. [2026-01-14 Board Regular Meeting.](#)
 - 4.2. Motion to Approve: Second:
 - a. Vote:
-

5. REPORTS:

- 5.1. President Report: Janet
 - a. Resignation of Board Member George Provencher, effective February 8, 2026
 - b. Community Foundation Grant.
 - c. USDA Grant.
 - d. ICO advertising.
 - e. Website update.
 - f. Leadership Workshop.
 - g. Summary Report:
 - i. 01-20-2026 Workshop.
 - ii. 02-06-2026 Workshop.

- 5.2. Vice President Report: Darla
 - a. Steering Committee/Rebuild Committee.

- 5.3. Treasurer Report: Colby /Oral
 - a. Financial Report.
 - b. Donations received.
 - c. [Pay 'N' Take Sales](#)

- 5.4. Board Member Report: Whyte
 - a. Sonoma Clean Energy.

- 5.5. Board Member Report/ Laverne
 - a. [Memo Purpose of Resolutions.](#)

- 5.6. GCC Member Report: Nancy
 - a. [2026-2027 Board Election timeline.](#)
-

6. UNFINISHED BUSINESS

- 6.1. Formation of Bylaws Committee / Laverne
 - a. [Charter.](#)
-

-
- i. Motion to Approve : Second:.
 - ii. Vote:
 - b. **Formation of Bylaws Committee: Resolution #06 – Submit for Board Approval.**
 - i. Motion to Approve : Second:.
 - ii. Vote:
 - c. Appoint to the Bylaws Committee: Chair Person; Laverne Hancock, Board
Members: Janet Pierucci, Paul Cupich, Darla Buechner, Member: Nancy Howard.
-

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: Second:
 - ii. Vote:
- b. Approve amended **Conflict of Interest Policy**
 - i. Motion to Approve: Second:
 - ii. Vote:
- c. Conflict of Interest: **Resolution #09 – Submit as amended for Board Approval**
February 12, 2026.
 - i. Motion to Approve: Second:
 - ii. Vote:

7.2. Finance Committee

- a. President Pierucci motions to appoint GCC Member: David Fouts and Board
Member: Janet Pierucci to the Finance Committee.
 - i. Motion to Approve: Janet Second:
 - a) Vote: APPROVED.
 - b. Finance Committee Recommendation
 - i. **Memo Money Market Accounts Transfers**
 - ii. Money Market Accounts Transfers: **Submit Resolution #10 for Board Approval**
 - iii. Motion to Approve: Second:.
 - a) Vote: APPROVED.
-

8. ADJOURN

8.1.

THE BOARD WILL MEET IN EXECUTIVE SESSION IMMEDIATELY FOLLOWING THE ADJOURNMENT OF THE REGULAR MEETING to APPROVE MINUTES OF TWO EXECUTIVE SESSIONS HELD ON JANUARY 20, 2026.

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.

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 Board President with approval of the Board.
- **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.
- **Clarity and Consistency:** Ensuring the bylaws are clear, consistent, and do not conflict with the organization's mission, policies, or procedures.
- **Recommendation:** Formulating recommendations on proposed changes for Legal review, and the Board's and GCC members' consideration and approval.
- **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.
 - Lead prioritization of the GCC Bylaws Articles.
 - Ensure Committee adheres to its charter and timelines.
 - Report findings and recommendations to the Board of Directors.

- **Committee Members:**
 - Participate in reviews and discussions.
 - Participate in prioritization of GCC Bylaws Articles
 - 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.

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 CAAG 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 CAAG 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 CAAG 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 CAAG 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 CAAG 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 CAAG 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 INC
Resolution #06
Formation of the Bylaws Committee

Adopted on _____

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: _____ Second: _____

Absent: _____ Abstain/ Excused: _____

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

Secretary Signature: _____ Date: _____

~~Gualala Community Center~~

~~Conflict of Interest Policy~~

~~Purpose:~~

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

~~Policy:~~

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

~~For example, if a Gualala Community Center board member is also a member of a local organization that may be receiving a grant from GGC, 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.~~

MEMO

February 7, 2026

Colby Bibb – Gualala Community Center Treasurer and Finance Committee Member

RE: Money Market Accounts Transfers Recommendation

David Fouts, previous Gualala Community Center Treasurer and long-time manager of the investment and financial accounts for GCC, has made the following recommendations to the Board:

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

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

GUALALA COMMUNITY CENTER INC
Resolution #10
Fidelity Money Market Accounts Transfers

Adopted on _____

WHEREAS, the Gualala Community Center (GCC) Board of Directors deems it in the best interest of the Company to diversify its financial holdings to enhance security and yield, and following the recommendations of past GCC Treasurer and long-time manager of GCC investment accounts, David Fouts,

THEREFORE, BE IT RESOLVED, that the following transfers take place:

1. \$300,000 from the GCC General Fund checking account at West America Bank to the GCC General Fund money market account at Fidelity Investments, leaving a balance of \$141,803 in the West America checking account.
2. That as the five CDs at held by GCC at the Redwood Credit Union mature between March 26 and July 26 of this year, those funds be deposited in the GCC Rebuilding Fund money market account at Fidelity Investments.

Motion by: Director _____ Second: Director _____

Absent: Director _____ Excused: Director _____

VOTE: Ayes: Nays: Abstained: Approved Failed

Secretary Signature: _____ Date: _____