

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF SANTA CLARA COMMUNITY FOUNDATION

The Board of Directors met on June 28, 2021.

The meeting was held on Zoom.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Tim Foelker, Tom Dodd, Jerry Mohr, Howard Malcolm.

The directors absent for the meeting were Darcy Davis.

The other person present at the meeting was Cordelia Daniels, legal counsel.

A Quorum was present because there are currently 5 directors on the Board and 4 of them were present at this meeting.

I REPORTS AND DISCUSSIONS

1. Financial Report: A report was given and discussed regarding the Corporation's income, expenses, cash, assets, and financial situation.
2. Report on Programs and Activities: A report was given and discussed regarding the Corporation's programs and activities.

II CORPORATE ACTIONS

1. Minutes to Previous Meeting: No minutes of a previous meeting were adopted.
2. Initial Directors: The following motion was made, seconded, and passed:

RESOLVED to acknowledge that the initial and still current directors as appointed by the Incorporator are Tim Foelker, Tom Dodd, Jerry Mohr, Howard Malcolm, and Darcy Davis and that unless they resign or are removed from office, they shall serve as directors until their successors are properly elected.

3. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected.

President	Tim Foelker
Secretary	Jerry Mohr
Treasurer	Howard Malcolm

4. Depositing Funds and Signing Checks: The following motion was made, seconded, and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at Columbia Bank.

RESOLVED that all checks drawn on the bank account of the corporation be signed by Tom Dodd, Tim Foelker, or Jerry Mohr.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

5. Initial Voting Members: The following motion was made, seconded, and passed:

RESOLVED to acknowledge that the initial and still current voting members are Michael Nieman, Kate Perle, Jerry Finigan, Patrick Kerr Louie Vidmar, Matt Vohs, Dawn Lesley and that unless they resign or are removed from office, they shall serve as voting members until their successors are properly elected.

6. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

7. Authority to Sign Contracts on Behalf of Corporation: The following motion was made, seconded, and passed:

RESOLVED that all small and ordinary contracts and agreements necessary for the daily operation of the corporation may be signed on behalf of the corporation by Tim Foelker.

8. Continuing Authority to Purchase Office Supplies and Services: The following motion was made, seconded, and passed:

RESOLVED that the officers or executive director of the corporation are instructed to acquire any small and ordinary office supplies and services necessary to keep financial and corporate records and operate an office for the corporation, and they are authorized to expend the funds necessary and appropriate for this purpose up to \$200.00.

9. Ratification of Prior Actions: The directors discussed actions taken on behalf of the corporation prior to this organizational meeting. The following motion was made, seconded, and passed:

RESOLVED that all of the actions, expenditures, and decisions of the founders, Incorporator(s), initial directors, and initial officers that were taken on behalf of the corporation prior to this organizational meeting, as reported to the Board at this meeting, are hereby ratified and approved, to the extent that those decisions and actions do not violate any laws, the Articles of Incorporation or the bylaws, and were appropriate to accomplish the purposes of this corporation.

10. Completion of Nonprofit Corporation Obligations and Gaining Tax-Exempt Status: The following motion was made, seconded, and passed:

RESOLVED that the officers are instructed to ensure that the corporation completes all of the necessary steps for its proper establishment and registration, and for applying for and gaining its tax-exempt status from the IRS. The corporation is authorized to hire the corporation's legal counsel, the Center for Nonprofit Law, to complete these tasks, and are authorized and directed to pay for those legal services as previously agreed upon with the Center for Nonprofit Law. The Board also authorizes payment of the IRS tax exemption application fee.

11. Schoolhouse Project: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall:

Establish the schoolhouse project as the first project of the organization.

12. Timber Assets: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall:

Add the Santa Clara timber and lumber to the assets of the organization.

13. Schoolhouse Project Management: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall:

Designate Kate Perle as the project manager of the Schoolhouse Project.


14. Conflict of Interest Policy: The necessity of adopting a Conflict-of-Interest Policy to comply with state and federal laws was discussed and the following motion was passed:

RESOLVED to adopt the Internal Revenue Service's formal Conflict of Interest Policy, and to comply with it at all times.

24. Continuing Resolution to Conduct Basic Activities:
The Board discussed the corporation's initial activities. The following motion was made, seconded, and passed:

RESOLVED that the directors, officers, volunteers, and staff, if any, are instructed to undertake the basic activities of the corporation, including setting up and operating an office, recruiting members and volunteers, soliciting donations, preparing, and implementing a fundraising plan, and preparing and implementing a plan of activities designed to accomplish the goals and mission of the corporation, and they are authorized to pay the expenses for these activities.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary  Date: July 12, 2021
Jerry Mohr