Minutes of the Friends of the Mark West Watershed, a California Nonprofit Public Benefit Corporation

Meeting was held on January 5, 2017, 6:30pm at Monan’s Rill HUB, 7899 St. Helena Rd, Santa Rosa, CA 95404.

The following directors, constituting a quorum of the full board, were present:
Harriet Buckwalter
William Blake
Chris Shaefer
Ray Krauss

There were absent:
Penny Sirota
Megan Dehn

General membership present: Lynn, Graham, Richard, Dolores, Linda

On motion and by unanimous vote, Harriet Buckwalter was elected temporary chairperson and then presided over the meeting. William Blake was elected temporary secretary of the meeting. The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records book.

BYLAWS

There was then presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously:

RESOLVED, that the bylaws presented to this meeting are adopted as the bylaws of the corporation.
RESOLVED FURTHER, that the secretary insert a copy of the bylaws in the corporate
records book and see that a copy of the bylaws is kept at the corporation's principal office as required by law.

FEDERAL AND CALIFORNIA TAX EXEMPTIONS
The chairperson announced that, upon application previously submitted to the Internal Revenue Service, the corporation was determined to be exempt from payment of federal corporate income taxes as a charitable organization under Section 501(c)(3) of the Internal Revenue Code per Internal Revenue Service determination letter dated July 11, 2016 and, further, that the corporation has been classified as a public charity under Section 170 (b)(1)(A)(vi) of the Internal Revenue Code. The effective date of the organization’s 501(c)(3) tax exemption is April 20, 2016.

The chairperson also announced that the California Franchise Tax Board acknowledged the corporation’s federal tax exemption and its classification as exempt from payment of state corporate franchise taxes under Section 23701(d) of the California Revenue and Taxation Code per Franchise Tax Board acknowledgment letter dated October 18, 2016.

The effective date of the corporation’s 23701(d) tax exemption is April 20, 2016.

The chairperson then presented copies of the IRS tax-exemption determination letter and the California Franchise Tax Board acknowledgment letter, and the secretary was instructed to insert these letters in the corporate records book.

APPOINTMENT OF DIRECTORS
Directors will be Harriet Buckwalter, William Blake, Ray Krauss, Chris Schaefer, and Megan Dehn. The board decided that new directors could be added at any general or called meeting in the coming year.

ELECTION OF OFFICERS
The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:
Harriet Buckwalter, Co-Chair
Linda Sartor, Co-Chair
Graham Wehmeier, Secretary
William Blake, Treasurer

COMPENSATION OF OFFICERS
There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously:
RESOLVED, that the following annual salaries be paid to the officers of this corporation:

Co-Chair $ ___________0____________
Co-Chair $ ___________0____________
Secretary $ ___________0____________
Treasurer $ ___________0____________

PRINCIPAL OFFICE

After discussion as to the exact location of the corporation’s principal office for the transaction of business in the county named in the bylaws, upon motion duly made and seconded, it was:

RESOLVED, that the principal office for the transaction of business of the corporation shall be at 6985 Saint Helena Road, in Santa Rosa, California.

BANK ACCOUNT

Upon motion duly made and seconded, it was:

RESOLVED, that the funds of this corporation shall be deposited with Redwood Credit Union.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by the following: William Blake, treasurer, with written or email approval from any two directors or officers for amounts in excess of $250.

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank’s standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.
ACCEPTANCE OF OFFER TO TRANSFER ASSETS AND LIABILITIES
OF PREDECESSOR ORGANIZATION

Upon motion duly made and seconded, it was unanimously:
RESOLVED, that the corporation accept the written offer dated January 5, 2017 to
transfer the assets and liabilities of the predecessor organization, Friends of the Mark
West Watershed (informal), in accordance with the terms of said offer, a copy of which
precedes the minutes of this meeting in the corporate records book.
RESOLVED FURTHER, that the appropriate officers of this corporation are authorized
and directed to take such actions and execute such documents as they deem necessary or
appropriate to effect the transfer of said business to this corporation.

With completion of official first meeting of the Board of Directors, we are now
officially a 501(c)(3) nonprofit!

One issue to resolve: Declaration of insurance

Bill received a quote of $616/year for general liability insurance. This would be greater
than 5% of our annual income. The team discussed various insurance options:
Would this cover our events? (Hike/Hoot, Road Cleanup?)
Is this different from directors/officers insurance?
Lynn to contact Sonoma county community foundation for guidance
Based on response, Bill to inquire further with insurance agent

Current consensus is to discuss liability insurance further at the next general meeting.
Directors signed annual statement about conflict of interests.

Minutes unanimously approved from last meeting
Finance Report

Account now with RCU – much improved services!

Expenses:
Donated $200 to Sonoma Land Trust for June 2017 Forest Conservation Conference
Sonic: $18.95 per month (website, listserves)
Registering as charitable trust with CA dept of justice - $25 fee Dec 8
Ending balances end of year: $562.51 checking, $7600 savings

Ad-Vantage marketing mail house – we can use their nonprofit mailing permit rather than
$220 annual permit with USPS

Reusing old mailing envelopes – Megan, Penny, and Linda to add labels before March!

Updates and Agreements

Decisions over the course of the year(s) – have been arranged in Linda’s binder, she will
continue to do this?

Harriet to share Google Drive folders with directors/officers, minutes to be posted there.

Hike and Hoot – April 22, 2017
New speaker idea – Lisa Micheli from Pepperwood (email sent asking her availability)
Matt O’Connor to speak for 30 minutes or so before main speaker re: data collected so far
and watershed hydrology
Caerleon – Community Wildfire Protection Plan
Richard to talk to Nic next week for hike leading
Jessica from LandPaths – Richard to ask about LandPaths staff at next meeting
Steve Swain – Ag Extension Forester – told Penny he’d lead a hike
Sue Smith? Dolores to check with her next week
Sherry/Jeff will probably be able to donate some popcorn
Silent auction instead of raffle auction?
Soliciting volunteer(s) to take over auction duties, or other Hike & Hoot duties to ease
burden on Harriet and Penny
**Road Cleanup**
Richard and Delores to take over road cleanup, target date in September
Ray to help with signs
Harriet to help with after-cleanup lunch
Date to be set at March meeting

**Newsletter**

**Community Wildfire Prevention Plan**
We are included in the grant, which was approved
Waiting to see what comes next – more to follow in March

**Sue Gorin meeting planning**
Topics:
Marijuana growing, legal and illegal
Dealing with pesticides/poisons in the stream
Water use monitoring?
Invitations to Hike & Hoot and meet with representatives of group (Lynn to send)
Will attempt to schedule a meeting for February or March

**Wildlife Cameras**
Chris to help Lynn set up camera at her property.

**Meeting with John R**
Bill still waiting for a response, repeated attempts to contact

**Emergency Preparedness Committee**
First meeting: Feb 2, 7-9 @ Monan’s
First Thursday of each month Feb/March/April/May??

**Next FMWW meeting date:**

February 23, 2017
Directors confirmed and approved all decisions that were made by group consensus.

Since there was no further business to come before the meeting, on motion duly made and seconded the meeting was adjourned.

Dated: January 5, 2017
By: Graham Wehmeier, Secretary