

**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF
LOS ALAMITOS COMMUNITY FOUNDATION, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

FIRST MEETING - March 14, 2022

1. CALL TO ORDER

The first meeting of the Board of Directors named in the Articles of Incorporation was held on Monday, March 14, 2022, in the Council Chamber located at 3191 Katella Ave., Los Alamitos, CA 90720. Written waiver of notice was signed by all the Directors. (Exhibit A)

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 Corporation's minute book.

2. PLEDGE OF ALLEGIANCE

Director Hasselbrink led the Pledge of Allegiance.

3. ROLL CALL

The following directors, constituting a quorum of the full board, were present at the meeting:

City Council Representatives:	Mark Chirco Shelley Hasselbrink
District 1 Representative:	Vacant
District 2 Representative:	Vacant
District 3 Representative:	Vacant
District 4 Representative:	Vacant
District 5 Representative:	Vacant
Business Representatives:	Vacant Vacant

City Staff: Irving Montenegro, Development Services Manager
Emeline Noda, Director of Recreation and Community Services
Chelsi Wilson, Administrative Services Manager

4. PUBLIC COMMENT

Director Hasselbrink opened Oral Communications. There being no one present requesting to speak, Director Hasselbrink closed Oral Communications.

5. MEETING DAY/TIME DESIGNATION

Motion/Second: Chirco/Hasselbrink

Unanimously Carried: The Los Alamitos Community Foundation Board of Directors designated the second Monday of each month at 6:00 p.m. as the time and the Los Alamitos City Council Chamber as the place of said meeting; the purpose of said meeting being to elect officers, authorize the purchase of property if necessary for the business of the corporation, and the transaction of such other business as may be necessary or advisable to facilitate and complete the organization of said corporation, and to enable it to carry on its contemplated business.

6. INTERVIEW & APPOINTMENT

Adding Directors to the Board requires an interview and appointment for District Representatives and an appointment for Business Representatives.

The Board of Directors interviewed the following individuals: District 2 – Vince Aza; District 4 – Debbie Kent; and, District 5 – John Delavigne.

The remaining positions will be interviewed and filled at a future board meeting.

Motion/Second: Hasselbrink/Chirco

Unanimously Carried: The Board of Directors appointed the following District Representatives:

District 1 Representative (3-year term):	Vacant
District 2 Representative (2-year term):	Vince Aza
District 3 Representative (3-year term):	Vacant
District 4 Representative (2-year term):	Debbie Kent
District 5 Representative (3-year term):	John Delavigne
Business Representatives (3-year term):	Vacant
	Vacant

7. TEMPORARY CHAIRPERSON & TEMPORARY SECRETARY

Motion/Second: Chirco/Hasselbrink

Unanimously Carried: The Board of Directors John Delavigne was elected acting as temporary Chairperson, and Debbie Kent was elected acting Secretary.

8. INCORPORATION

The original articles of incorporation of the Corporation were filed in the office of the California Secretary of State; and the Incorporator of the Corporation has elected the undersigned as the initial directors.

Motion/Second: Delavigne/Hasselbrink

Unanimously Carried: The Board of Directors approved the Articles of Incorporation for the Los Alamitos Community Foundation, Inc. (Exhibit B).

9. AGENT FOR SERVICE OF PROCESS

For Purpose Law Group, a Professional Law Corporation, named as the initial agent for service of process in the Articles of Incorporation of the Corporation.

Recommendation: Appoint For Purpose Law Group as Agent for Service of Process for Los Alamitos Community Foundation, Inc.

Motion/Second: Chirco/Kent

Unanimously Carried: The Board of Directors approved For Purpose Law Group as the initial agent for service of process in the Articles of Incorporation of the Corporation.

10. ADOPTION OF BYLAWS

The Secretary of the Corporation shall be authorized and directed to execute a certificate as to the adoption of the Bylaws by these resolutions.

The Secretary of the Corporation shall be authorized and directed to cause a true and complete copy of said Bylaws, as amended from time to time, as now or hereafter in effect, similarly certified, to be kept at the principal office of the Corporation in California.

Motion/Second: Hasselbrink/Delavigne

Unanimously Carried: The Board of Directors adopted Resolution No. 2022-01, entitled, "A RESOLUTION OF THE LOS ALAMITOS COMMUNITY FOUNDATION ADOPTING THE BYLAWS FOR THE LOS ALAMITOS COMMUNITY FOUNDATION, INC., A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION". (Exhibit C)

11. AUTHORIZED NUMBER OF DIRECTORS

Article 7, Section 7.1 of the Bylaws states that the exact number of authorized directors of the Corporation shall be fixed, within the limits of its Bylaws, by resolution of the Board.

Motion/Second: Chirco/Delavigne

Unanimously carried: The Board of Directors adopted Resolution No. 2022-02, entitled, "A RESOLUTION OF THE LOS ALAMITOS COMMUNITY FOUNDATION ESTABLISHING THE NUMBER OF DIRECTORS OF THE BOARD". (Exhibit D)

12. ELECTION OF OFFICERS

No officers were listed on the Articles of Incorporation. The Bylaws state at the first annual meeting, the Directors shall be divided into two approximately equal groups and designated by the Board to serve two- or three-year terms. Thereafter, the term of office of each Director shall be two years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

The Directors shall be divided into two approximately equal groups and designated by the Board to serve two- or three-year terms.

Motion/Second: Hasselbrink/Delavigne

Unanimously Carried: The Board of Directors appointed the following Officers to the Los Alamitos Community Foundation, Inc.:

- A. President/CEO (3-year term) – John Delavigne
- B. Appoint Treasurer/CFO (2-year term) – Shelley Hasselbrink
- C. Appoint Secretary (3-year term) – Mark Chirco

13. CONSENT CALENDAR

Motion/Second: Hasselbrink/Kent

Unanimously Carried: The Board of Directors approved the following Consent Calendar items:

A. PAYMENT OF INCORPORATION EXPENSES

The Secretary and Treasurer roles include procuring and holding necessary books and paying all fees and expenses for the Corporation.

The Board of Directors:

1. Authorized the Secretary to procure and hold for the Corporation all necessary books

2. Authorized the Treasurer to pay all fees and other expenses incident and necessary to the Corporation's organization

B. ESTABLISHMENT OF BANK ACCOUNTS

The Corporation shall hold funds in a bank account in the Corporation's name Los Alamitos Community Foundation, Inc.

The Board of Directors adopted Resolution No. 2022-03, entitled, "A RESOLUTION OF THE LOS ALAMITOS COMMUNITY FOUNDATION AUTHORIZING THE ESTABLISHMENT OF A BANK ACCOUNT". (Exhibit E)

C. DIRECTORS' CONSENT TO ELECTRONIC TRANSMISSION

Bylaws states that notice may be given to each director via fax or e-mail. Section 20 of the California Corporations Code requires each director to provide an unrevoked consent to the use of those means of transmission prior to receiving notice via fax or e-mail.

The Board of Directors:

1. Directed the Secretary of the Corporation to collect signed consents forms from each director and keep them with the minute book.
2. Meeting notices may not be sent via electronic transmission (fax or email) to any director that has not signed the consent.

D. EXEMPTIONS FROM FEDERAL AND STATE TAXES

Each of the officers of the Corporation shall be authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under federal and state tax codes.

The Board of Directors resolved if such exemptions are available, the officers of the Corporation shall be authorized to direct and execute the filing of all necessary applications for exemptions from such taxes with the appropriate state and federal tax authorities and pay the necessary filing fees.

E. FILINGS WITH STATE ATTORNEY GENERAL

Periodic filings are required by the California Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes.

The Board of Directors authorized and directed officers of the Corporation to make periodic filings as required by the California Attorney General.

F. OTHER FILINGS

The statement required by Section 1502 of the California Corporations Code, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the organization of the Corporation.

The Board of Directors authorized and directed each of the officers of the Corporation to make such filings and applications, including, without limitation the statement required by Section 1502 of the California Corporations Code, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the organization of the Corporation.

G. ADOPTION OF ACCOUNTING YEAR

An accounting year of the Corporation should be established and fixed from the date of incorporation.

The Board of Directors adopted the first accounting year of the Corporation be, and it hereby is, fixed from the date of incorporation to the last day of the year of incorporation and thereafter the accounting year of the Corporation is to end on December 31st of each year.

H. EMPLOYER IDENTIFICATION NUMBER APPLICATION

An employer identification number with the IRS and other identification numbers, permits or licenses is required by law or deemed necessary or advisable for the conduct of the business of the Corporation.

The Board of Directors authorized, directed and empowered the officers of the Corporation to prepare and file, or cause to be prepared and filed, appropriate applications.

I. RATIFICATION

All acts taken and any and all agreements or other instruments executed on behalf of the Corporation by any officer or officers of the Corporation prior to the execution hereof with regard to any of the transactions or agreements authorized or approved by any or all of the foregoing resolutions shall be ratified, confirmed, adopted and approved.

The Board of Directors resolved to ratify, confirm, adopt or approve any of the transactions or agreements authorized or approved by any or all of the foregoing resolutions.

J. GENERAL

Execution of all documents and to take such action as they may deem necessary or advisable in order to carry out the purposes of these resolutions requires authorization.

The Board of Directors resolved that the officers of the Corporation be, and hereby are, authorized and directed to execute all documents and to take such action as they may deem necessary or advisable in order to carry out the purposes of these resolutions.

ADJOURNMENT

There being no further business to come before the meeting, the meeting was adjourned at 6:31 p.m.



Mark Chirco, Los Alamitos Community Foundation Secretary

Date: 9/12/22

