Minutes of First Meeting of Board of Directors of NorCal Women's Lacrosse Officials A California Nonprofit 501(c)(3) Corporation

The board of directors of NorCal Women's Lacrosse Officials held its first meeting, telephonically, on August 28, 2018 in California. All Directors were informed by email of the date, time and means to connect to a telephone conference call of the first meeting. Confirmation and willingness to proceed was given by all Directors.

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

Donald Aiello
Tanisha Bernard Tucker
Stephen Depetris
Scott Hamilton
Greg Imazu
Laura Jennings
Tyrone Koen
John Rogers
Len Zemarkowitz

There were absent:
Angela Cherry

As the Incorporator, Donald Aiello was the temporary chairperson and then presided over the meeting. Tanisha Tucker was the temporary secretary of the meeting until the election of officers.
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 be and hereby 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.

AUTHORIZATION OF THE NUMBER OF DIRECTORS

The chairperson noted that based on the number of directors at this first meeting and the need to have an odd number of directors that the board should authorize the number of directors for the corporation at eleven (11). The proposed authorization number of directors was considered and discussed and, on motion duly made and seconded, it was unanimously adopted.

PRINCIPAL OFFICE

The chairperson announced that per the bylaws just adopted that 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 1721 Alhambra Lane, Oakland, CA 94611.
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:

Donald Aiello - President
Angela Cherry - Vice President
Tyrone Koen – Vice President Training
Tanisha Bernard-Tucker - Secretary
Stephen Depetris - Treasurer

BANK ACCOUNT

Upon motion duly made and seconded, it was:

RESOLVED, that the funds of this corporation shall be deposited with Wells Fargo.

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 any of the following officers:

Stephen Depetris - Treasurer
Donald Aiello - President

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.

FEDERAL AND CALIFORNIA TAX EXEMPTION FILINGS

The chairperson announced that the corporation will need to file Form 1023 and California Form 3500 in order to obtain exemption from payment of federal and state income taxes. The proposal to have the corporate Treasurer file said forms was considered and discussed and, on motion duly made and seconded, it was unanimously adopted.

AUTHORIZATIONS FOR TREASURER OR PRESIDENT

The chairperson announced that the corporation in order to conduct its operations would need to obtain Director and Officers’ insurance as well establish accounts for services such as a website, GSuite for email and storage, the Arbiter for assigning officials, NCSI for background checks for adult officials, GoToMeeting for teleconference calls and online document signing service for various contracts. The proposal to have the corporate Treasurer or President obtain Director and Officers’ insurance and establish service accounts was considered and discussed and, on motion duly made and seconded, it was unanimously adopted.
ACCEPTANCE OF OFFER TO TRANSFER ASSETS OF A PREDECESSOR ORGANIZATION

Upon motion duly made and seconded, it was unanimously:
RESOLVED, that the corporation accept the Grant from the NorCal Chapter of US Lacrosse dated August 24, 2018 to transfer the assets of the NorCal Chapter of US Lacrosse - Umpire Committee in accordance with the terms of said offer.
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 affect the transfer of said business to this corporation.

ESTABLISHMENT OF COMMITTEES

The chairperson announced that the corporation should establish key board committees.
Upon motion duly made and seconded, it was unanimously approved to establish a Training Committee and an Ethics and Grievance Committee.

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

Dated: 9-10-18

Tanisha Bernard-Tucker, Secretary