

**Glen Ellen Forum Board of Directors Meeting  
Mayflower Hall, 1/17/19 at 7:00 pm**

Respectfully submitted by Jim Shere, 1/29/19

Present: George Merrick (member BoD), Poppy Darby (secretary/vice chair Steering Committee), Rob Barnum (member BoD), Nancy Padian (chair Steering Committee), BJ Blanchard (chair Projects Committee), Nick Brown (co-chair Traffic & Safety Committee), Angela Morgan (vice chair BoD), Melissa Dowling (chair BoD), Jim Shere (secretary BoD), Alice Horowitz (co-chair SDC/Eldridge Transition), Vicki Hill (co-chair SDC/Eldridge Transition), Tracy Salcedo (member BoD, SDC Committee), Graham Hommel (member BoD), Margie Foster (treasurer Steering Committee), and Leslie Vaughn (non-voting member BoD, communications/vice chair Steering Committee).

Melissa Dowling, as president, distributed the agenda (attached), and made several announcements, which follow. Nancy Padian's resignation as chair of the Steering Committee was announced; she said she looks forward to taking an active part in the Forum in other ways. Leslie Vaughn's resignation from the Steering Committee was also announced; in the future she will focus upon her work on the Engagement and Projects Committees. Melissa also announced that Janie Soto, who was not present, has resigned from the Board.

Melissa announced that the Redwood Empire Food Bank will hold a two hour work party in Santa Rosa on Monday January 28th, from 11 to 1, in collaboration with the small business association of Glen Ellen. Those interested should contact Melissa for details, and other time slots are available.

Melissa asked that members of the Board begin thinking about the organization of a fundraising campaign, and it was agreed that a new committee should be established at the April meeting for this purpose. There was general discussion on this subject. Jim Shere said that the Manual of Policies & Procedures (submitted later in the meeting) establishes a Development Committee that would focus upon "due diligence related to fiscal health through philanthropy, grant-writing, and other forms of fundraising."

Due to resignations, the Steering Committee is now composed of two members, Poppy & Margie. Shannon Lee, Emily and Oz Robledo, and Nick Brown intend to join them. Representatives from the standing and ad hoc committees will also be members of the Steering Committee. An informational meeting will be held in the back room of the Jack London Lodge Thursday, February 7th, at 7:00 pm. Anyone else interested in joining the Steering Committee is invited to attend.

The minutes of the previous meeting of the Board on October 18th, 2018, had been distributed previously by Jim, as secretary, by email; there were no emendations or additions, and so they were submitted for approval. Graham Hommel so moved, and Angela Morgan seconded acceptance of the minutes. Jim described the procedure he

follows in recording the minutes. The intention is to present as accurate a summary as possible of the discussion held throughout the meeting, based upon an audio recording that is kept available as a sound file for anyone to hear. A written draft is then sent by email to all those who attended the meeting. Anyone concerned may then reply with emendations and additions by email, and a new draft is then submitted to the Board by email for approval at the following meeting. It was pointed out that any minutes of any meeting of the Board may be amended at any time, subject to approval of the Board.

Margie Foster, as treasurer, presented and discussed the annual financial report for 2018, which is attached. Our bank account stands at \$6,900, with a profit this past year of \$3,800. The spreadsheets attached give the profit & loss with a balance sheet, in summary and in detail. Margie specified that anyone wanting a detailed explanation may contact her.

Margie also reported on the status of the United Way grant, which made twenty storage sheds available to survivors of the October 2017 wildfire. Sixteen have been delivered; the remainder will go to fire victims. Nancy thanked Margie and her husband for organizing the grant and delivering the sheds.

There was a general discussion regarding the need to have a corresponding secretary on the Board, as a separate office from that of the recording secretary.

There was a general discussion regarding management of donations to individual committees, which should be detailed in either the Bylaws or the Manual of Policies & Procedures.

Margie described the procedure for signing up at the Mar-Val Glen Ellen Village Market for eScript, which will send a percentage of purchases there to the Glen Ellen Forum.

Alice Horowitz and Vicki Hill discussed the current state of affairs regarding the closure of SDC and the future of Eldridge. The county and the state are currently in negotiation about funding management of the property during the fiscal year that begins July 1, 2019; until then the state is only providing funding for basic maintenance of the property. Alice and Vicki presented a letter (attached) developed by the SDC Committee, to be signed by the Board and sent to state and county officials, regarding our concerns and requests. The letter urges the state to fund the planning process needed to develop a master plan that could be implemented by a governing body such as the county or a trust. Members of the Board were asked to review the letter and report concerns and approval or disapproval by Monday of the following week; if the majority of the Board approves Melissa will sign it on behalf of the Board, if not she will sign it only as President of the Board. [The letter was unanimously approved during the following days, and Melissa signed it on behalf of the board.]

Angela suggested finding an angel investor to fund a temporary hold on the property, until a trust could be put together. Interim use, such as that by the Ecology Center, is

still considered a possibility. Vicki said the annual maintenance costs fourteen to fifteen million during the warm shutdown. In answer to a general question about where to go for the best information about SDC/Eldridge, Alice and Vicki recommended going online to either <https://transformsdc.com> or <https://eldridgeforall.org>; the SDC Committee's page on our website is at <http://glenellen.org/sdceldridge-transition/>.

Drafts of the Bylaws and Manual of Policies & Procedures (attached) were presented. Tracy Salcedo, Wanda Smith, Melissa, Nancy, Nick, and Jim, members of the ad hoc committee that produced it, were thanked; and the committee was dissolved. It was emphasized that the documents being submitted are drafts to be reviewed by the Board over the next three months, and revised as necessary for ratification during the April meeting of the Board.

Comments and concerns are to be sent by email to Jim by February 28th, after which a new draft reflecting the changes requested will be sent out to members of the Board for further study. Discussion of the changes will take place by email until a final document is submitted for ratification at the April meeting.

The original Bylaws drawn up last year for the purpose of establishing our non-profit status were generic, and in need for replacement. The draft Bylaws presented are designed to provide the structure of the Forum; the Manual, on the other hand, is designed to outline how that structure is to be implemented, and may be altered more easily than the Bylaws.

A discussion regarding membership in the community as opposed to participation in the Forum ensued, resulting in the decision to describe membership (Article 5 Section 1 of the Bylaws) as: "Members of the community of Glen Ellen (hereinafter referred to as the Community) are those who live in, work in, own property in, or own a business within the Community, as defined by the boundaries of the US Postal Zip Code 95442. This includes Eldridge, whose zip code is 95431 yet is entirely contained within those boundaries." George Merrick so moved, and Graham seconded, with majority approval.

It was clarified that the Board intends to be actively involved in the business of the Forum, and to be operational rather than advisory in nature. The Board delegates managerial powers to the Steering Committee, yet will provide ongoing active oversight in a dynamic collaboration. Members of the Board are encouraged to attend Steering Committee and monthly public meetings.

The creation of a Communication Team to support the Communications Officer on the Steering Committee was discussed, to ensure continuity; the Board will have access to all online passwords and protocols.

The annual meeting of the Board in April will be an extended meeting lasting closer to four hours. The current board will approve the final Bylaws and Manual of Policies &

Procedures before holding elections for the new Board members serving either one year or two year slots, allowing a staggered basis of service; in the following years, half the Board will be either replaced or renewed each year. Meetings can take place electronically if needed to facilitate decisions.

Leslie Vaughn's resignation from the Steering Committee was discussed and the key to the post office box was given to Melissa.. Leslie spoke about the challenges experienced over the past several months, and said she looks forward to co-chairing the Engagement Committee with Sherry McCormick while serving on the Projects Committee under BJ Blanchard's chairmanship. Leslie described an event planned at the Moon House, after Doug Wilson has completed his remodel, and projects that include an informational kiosk in front of the post office, creation of the Glen Ellen Plaza downtown, and distribution of garbage cans throughout the community.

Leslie emphasized the need for procedures for handling conflicts to be put in place to avoid the difficulties that have been experienced. Jim indicated the presence of an anti-harassment policy and a conflict and grievance resolution policy in the proposed Manual. When asked about a definition of the Executive Committee in those policies, Jim explained that the President, Vice-president, Secretary, and in time the Treasurer of the Board are understood to constitute the Executive Committee of the Board.

Poppy Darby spoke about the contrast she perceived between the structured organization of the Forum indicated by the proposed Bylaws and Manual and her preference for a more spontaneous individual response to the needs of the community. She also spoke about her frustrations with painful personality conflicts that seemed to hinder the efficacy of the Steering Committee. The emotional turmoil experienced by Poppy and Leslie was discussed at length. Poppy concluded by stating that she would prefer to remain on the Steering Committee.

Melissa concluded the meeting by reminding Board members to review the letter by the SDC Committee to state officials regarding our concerns and requests, and to contact Melissa by Monday indicating approval or disapproval. She also reminded Board members to begin sending recommended corrections to the Bylaw and the Manual to Jim before February 28th.

*Attachments: Agenda, Treasurer's Report, Eldridge Vision Letter, Bylaws, and Manual of Policies & Procedures.*

**The Glen Ellen Forum**  
**Board of Directors Meeting January 17, 2019 6:30 PM – 8:00 PM**  
**Agenda**

1. **Introduction, roll-call, and general announcements – Melissa Dowling (15 minutes)** ✓
  - a. Resignations of Leslie, Nancy, and Janie
  - b. Status of Steering Committee  
(Informational meeting Thursday 02/07 place tbd) ✓
  - c. Volunteer opportunity at Redwood Empire Food Bank Monday 1/28 11:00-1:00 ✓
  - d. Fundraising Discussion ✓
  - e. We have a set of "Asks of the Board" for tonight's meeting ✓
2. **Secretary's report - Approval of minutes from prior meeting Jim Shere (5 minutes)**
3. **Treasurer's report – Margie Foster (10 minutes)** ✓
4. **Review of key accomplishment for the quarter and asks of the board**
  - a. Sheds for Fire Victims - Margie Foster (5 minutes) ✓
  - b. SDC update - Alice Horowitz and Vicki Hill (10 minutes) ✓
  - c. Progress on Bylaws and Policies & Procedures update and next steps - Jim Shere (20 minutes) ✓
5. **A look forward to the April Board Meeting (date TBD) – Melissa Dowling (5 minutes)**
  - Election of new Board
    - As Board Secretary, Jim Shere will be facilitating the April elections
  - Approval of updated bylaws and policies and procedures
  - Planning for 2019 and beyond
    - a. Projects and priorities  
(use Poppy's comments from last BoD meeting and committee projects and ideas in progress as our starting point)
    - b. Kick off Fundraising Campaign
    - c. Other items
6. **Leslie Vaughn has asked for time on the agenda to submit her resignation from the steering committee (10 minutes)** ✓
7. **Poppy Darby Mann has asked for time on the agenda (10 minutes)** ✓
8. **Review follow up items and board asks (10 minutes)**
  - a. Review SDC letter and submit comments, approval, or disapproval to Melissa, Alice, and Vicki by Monday January 21.
  - b. Review and submit comments on the bylaws (by mm/dd) *2/18*
  - c. Think about if you would like to be on the board after April and if you would like to run for an officer position.
  - d. Let Melissa know if you would like to participate in the redwood empire food bank volunteer opportunity on 1/28
  - e. Feel free to put a donation in the jar to go toward the copies and usage fee for tonight's meeting.
  - f. Other items

## Glen Ellen Forum Profit & Loss by Class January through December 2018

	Fire Victims	General Forum	SDC Committee	Traffic and Safety	Unclassified	TOTAL
<b>Ordinary Income/Expense</b>						
<b>Income</b>						
<b>Direct Public Support</b>						
Community Meal Reimbursements	0.00	2,241.03	0.00	0.00	0.00	2,241.03
Donations	0.00	1,047.45	0.00	0.00	0.00	1,047.45
Gifts in Kind - Goods	0.00	1,187.60	0.00	156.00	0.00	1,343.60
GoFundMe	0.00	660.00	0.00	0.00	0.00	660.00
<b>Total Direct Public Support</b>	<b>0.00</b>	<b>5,136.08</b>	<b>0.00</b>	<b>156.00</b>	<b>0.00</b>	<b>5,292.08</b>
Grant Income	10,000.00	1,500.00	0.00	1,000.00	0.00	12,500.00
Interest Income	0.00	0.18	0.00	0.00	0.00	0.18
<b>Other Types of Income</b>						
Miscellaneous Revenue	0.00	25,000.00	0.00	0.00	0.00	25,000.00
<b>Total Other Types of Income</b>	<b>0.00</b>	<b>25,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>25,000.00</b>
<b>SPECIFIC COMMITTEE DONATIONS</b>						
Fire Victim Aid	2,350.00	0.00	0.00	0.00	0.00	2,350.00
SDC Committee	0.00	0.00	200.00	0.00	0.00	200.00
Traffic/Safety/Ready GE Comm	0.00	0.00	0.00	1,428.00	0.00	1,428.00
<b>Total SPECIFIC COMMITTEE DONATIONS</b>	<b>2,350.00</b>	<b>0.00</b>	<b>200.00</b>	<b>1,428.00</b>	<b>0.00</b>	<b>3,978.00</b>
<b>Total Income</b>	<b>12,350.00</b>	<b>31,636.26</b>	<b>200.00</b>	<b>2,584.00</b>	<b>0.00</b>	<b>46,770.26</b>
<b>Expense</b>						
<b>Board of Director Expenses</b>						
Board of Director Meals	0.00	950.00	0.00	0.00	0.00	950.00
<b>Total Board of Director Expenses</b>	<b>0.00</b>	<b>950.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>950.00</b>
Community Meals/Gatherings	0.00	2,681.61	0.00	25.00	0.00	2,706.61
<b>Contract Services</b>						
Outside Contract Services	0.00	25,000.00	0.00	0.00	0.00	25,000.00
<b>Total Contract Services</b>	<b>0.00</b>	<b>25,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>25,000.00</b>
Donations	0.00	100.00	0.00	0.00	0.00	100.00
GoFundMe Processing Fees	0.00	37.36	0.00	0.00	0.00	37.36
Non-Profit Applic Fees	0.00	275.00	0.00	0.00	0.00	275.00
<b>OPERATING EXPENSES</b>						
Advertising and Promotion	0.00	36.00	12.50	25.00	0.00	73.50
Bank Charges	0.00	0.00	0.00	0.00	0.00	0.00
Insurance - Liability	0.00	1,557.00	0.00	0.00	0.00	1,557.00
Misc Expenses/Supplies	0.00	39.93	0.00	0.00	0.00	39.93
Office Supplies	0.00	114.84	0.00	0.00	0.00	114.84
Rent, Parking, Utilities	0.00	118.50	0.00	0.00	0.00	118.50
Website Costs	0.00	101.88	0.00	0.00	0.00	101.88

Holiday Lighting 2K



## Glen Ellen Forum Profit & Loss Detail January through December 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
<b>Ordinary Income/Expense</b>											
<b>Income</b>											
<b>Direct Public Support</b>											
<b>Community Meal Reimbursements</b>											
Deposit	04/03/2018			-MULTIPLE-	-MULTIPLE-	General F...		BANK CHECKI...		1,000.00	1,000.00
Deposit	06/02/2018			Rotary Club of Glen El...	Rotary: La Luz ...	General F...		BANK CHECKI...		1,000.00	2,000.00
Deposit	06/30/2018			General membership	La Luz dinner d...	General F...		BANK CHECKI...		111.87	2,111.87
Deposit	12/27/2018			General membership	VOM free meal...	General F...		BANK CHECKI...		129.16	2,241.03
<b>Total Community Meal Reimbursements</b>									0.00	2,241.03	2,241.03
<b>Donations</b>											
Deposit	02/06/2018			General membership	Garden Ct 2/5 ...	General F...		BANK CHECKI...		81.00	81.00
Deposit	04/07/2018			General membership	4/2 Garden Co...	General F...		PETTY CASH		32.00	113.00
Deposit	08/06/2018			Network for Good	Network for Go...	General F...		BANK CHECKI...		50.00	163.00
Deposit	08/08/2018			General membership	Genl mtgs, Jul...	General F...		BANK CHECKI...		27.00	190.00
Deposit	08/27/2018			Glen Ellen Historical S...	GEHS donatio...	General F...		BANK CHECKI...		500.00	690.00
Deposit	09/07/2018			General membership	Sept Garden C...	General F...		BANK CHECKI...		156.00	846.00
Deposit	11/10/2018			General membership	-MULTIPLE-	General F...		BANK CHECKI...		121.45	967.45
Deposit	12/03/2018			General membership	Genl meeting d...	General F...		BANK CHECKI...		80.00	1,047.45
<b>Total Donations</b>									0.00	1,047.45	1,047.45
<b>Gifts in Kind - Goods</b>											
General Journal	06/03/2018	9A	*	-MULTIPLE-	-MULTIPLE-	General F...		Community Mea...		105.72	105.72
General Journal	08/14/2018	11A	*		Wine for raffle ...	Traffic and...		Traffic/Safety/R...		156.00	261.72
General Journal	09/30/2018	12A	*		Michael/Deann...	General F...		Board of Directo...		1,081.88	1,343.60
<b>Total Gifts in Kind - Goods</b>									0.00	1,343.60	1,343.60
<b>GoFundMe</b>											
Deposit	01/03/2018			GoFundMe	Go Fund Me	General F...		BANK CHECKI...		100.00	100.00
Deposit	01/30/2018			GoFundMe	Go Fund Me	General F...		BANK CHECKI...		300.00	400.00
Deposit	03/06/2018			GoFundMe	GoFundMe fina...	General F...		BANK CHECKI...		50.00	450.00
Deposit	06/30/2018			Nancy Padian	Nancy Padian ...	General F...		BANK CHECKI...		210.00	660.00
<b>Total GoFundMe</b>									0.00	660.00	660.00
<b>Total Direct Public Support</b>									0.00	5,292.08	5,292.08
<b>Grant Income</b>											
Deposit	12/17/2018			United Way Wine Co...	-MULTIPLE-	-MULTIPLE-		BANK CHECKI...		12,500.00	12,500.00
<b>Total Grant Income</b>									0.00	12,500.00	12,500.00
<b>Interest Income</b>											
Deposit	03/31/2018			Westamerica Bank	Income thru 3/...	General F...		BANK CHECKI...		0.18	0.18
<b>Total Interest Income</b>									0.00	0.18	0.18
<b>Other Types of Income</b>											
<b>Miscellaneous Revenue</b>											
Deposit	11/26/2018			PG&E Community do...	PG&E Holiday ...	General F...		BANK CHECKI...		25,000.00	25,000.00
<b>Total Miscellaneous Revenue</b>									0.00	25,000.00	25,000.00
<b>Total Other Types of Income</b>									0.00	25,000.00	25,000.00

## Glen Ellen Forum Profit & Loss Detail January through December 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
<b>SPECIFIC COMMITTEE DONATIONS</b>											
<b>Fire Victim Aid</b>											
Deposit	10/22/2018			J. Bellah	Donation from ...	Fire Victims		BANK CHECKI...	50.00		50.00
Deposit	12/27/2018			Beltane Ranch Winery	Wine Club Me...	Fire Victims		BANK CHECKI...	2,300.00		2,350.00
Total Fire Victim Aid									0.00	2,350.00	2,350.00
<b>SDC Committee</b>											
Deposit	08/06/2018			Margie Foster	M.Foster for S...	SDC Com...		BANK CHECKI...	200.00		200.00
Total SDC Committee									0.00	200.00	200.00
<b>Traffic/Safety/Ready GE Comm</b>											
Deposit	08/06/2018			Anonymous	Anon (S.Smith)...	Traffic and...		BANK CHECKI...	1,000.00		1,000.00
Deposit	08/27/2018			Glen Ellen Historical S...	GEHS-signs s...	Traffic and...		BANK CHECKI...	30.00		1,030.00
Deposit	10/16/2018			General membership	Ready Glen Ell...	Traffic and...		BANK CHECKI...	398.00		1,428.00
Total Traffic/Safety/Ready GE Comm									0.00	1,428.00	1,428.00
Total SPECIFIC COMMITTEE DONATIONS									0.00	3,978.00	3,978.00
Total Income									0.00	46,770.26	46,770.26
<b>Expense</b>											
<b>Board of Director Expenses</b>											
<b>Board of Director Meals</b>											
General Journal	09/30/2018	12A	*	Michael/Deann...		General F...		-SPLIT-	950.00		950.00
Total Board of Director Meals									950.00	0.00	950.00
Total Board of Director Expenses									950.00	0.00	950.00
<b>Community Meals/Gatherings</b>											
Check	05/30/2018	1003		Fruit Basket	La Luz 6/3 Fre...	General F...		BANK CHECKI...	425.00		425.00
Check	05/30/2018	1004		Super La Favourita	La Luz 6/3 free...	General F...		BANK CHECKI...	1,200.00		1,625.00
Check	06/02/2018	1006		Tortilleria Jalisco	La Luz Comm ...	General F...		BANK CHECKI...	167.50		1,792.50
Check	06/03/2018	1007		Luis Manuel Torres	La Luz Comm ...	General F...		BANK CHECKI...	550.00		2,342.50
General Journal	06/03/2018	9A	*	-MULTIPLE-	-MULTIPLE-	General F...		Community Mea...	105.72		2,448.22
Check	06/04/2018	1008		Carrie Castro	Reimb Carrie C...	General F...		BANK CHECKI...	185.98		2,634.20
Check	06/26/2018	1010		Leslie Vaughn	Reimb: L Vaug...	General F...		BANK CHECKI...	47.41		2,681.61
General Journal	08/06/2018	10A	*		Petty Cash: 8/...	Traffic and...		PETTY CASH	25.00		2,706.61
Total Community Meals/Gatherings									2,706.61	0.00	2,706.61
<b>Contract Services</b>											
<b>Outside Contract Services</b>											
Check	11/26/2018	1017		Sonoma Valley Visitor...	Reimb for holid...	General F...		BANK CHECKI...	25,000.00		25,000.00
Total Outside Contract Services									25,000.00	0.00	25,000.00
Total Contract Services									25,000.00	0.00	25,000.00
<b>Donations</b>											
Check	06/26/2018	1009		KSVY Radio	KSVY Radio	General F...		BANK CHECKI...	100.00		100.00
Total Donations									100.00	0.00	100.00
<b>GoFundMe Processing Fees</b>											
Deposit	01/03/2018			GoFundMe	GFM fees	General F...		BANK CHECKI...	8.20		8.20

5:44 PM

01/17/19

Accrual Basis

## Glen Ellen Forum Profit & Loss Detail January through December 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
Deposit	01/30/2018			GoFundMe	GFM fees	General F...		BANK CHECKI...	24.91		33.11
Deposit	03/06/2018			GoFundMe Processin...	Processing fee...	General F...		BANK CHECKI...	4.25		37.36
Total GoFundMe Processing Fees									37.36	0.00	37.36
<b>Non-Profit Applic Fees</b>											
Check	05/29/2018	1001		Michael/Deanna Furlong	Reimb for For...	General F...		BANK CHECKI...	275.00		275.00
Total Non-Profit Applic Fees									275.00	0.00	275.00
<b>OPERATING EXPENSES</b>											
<b>Advertising and Promotion</b>											
General Journal	09/30/2018	12A	*		Michael/Deann...	General F...		Board of Directo...	36.00		36.00
Check	10/13/2018	1015		Glen Ellen Village Fair	-MULTIPLE-	-MULTIPLE-		BANK CHECKI...	37.50		73.50
Total Advertising and Promotion									73.50	0.00	73.50
<b>Bank Charges</b>											
Check	06/30/2018				Service Charge			BANK CHECKI...	13.20		13.20
Deposit	07/30/2018			Westamerica Bank	Reversed June...			BANK CHECKI...		13.20	0.00
Total Bank Charges									13.20	13.20	0.00
<b>Insurance - Liability</b>											
Check	10/16/2018	1016		Christa Granton Insu...	Christa Granton...	General F...		BANK CHECKI...	691.00		691.00
Check	12/14/2018	1020		Christa Granton Insu...	Bd of Directors...	General F...		BANK CHECKI...	868.00		1,557.00
Total Insurance - Liability									1,557.00	0.00	1,557.00
<b>Misc Expenses/Supplies</b>											
General Journal	12/31/2018	13A	*		Ropes for shed...	General F...		Office Supplies	39.93		39.93
Total Misc Expenses/Supplies									39.93	0.00	39.93
<b>Office Supplies</b>											
Check	04/10/2018	Txf		Westamerica Bank	Check printing ...	General F...		BANK CHECKI...	25.00		25.00
Check	06/01/2018	1005		Leslie Vaughn	Reimb L. Vaug...	General F...	X	BANK CHECKI...	0.00		25.00
Check	07/10/2018	eft		Westamerica Bank	Bank endorse...	General F...		BANK CHECKI...	52.48		77.48
Check	08/29/2018	1013		Leslie Vaughn	Replace ck#10...	General F...		BANK CHECKI...	17.36		94.84
Check	12/04/2018	1019		void	Void for escrip	General F...		BANK CHECKI...	0.00		94.84
Check	12/17/2018	1022		void	Void for United ...	General F...		BANK CHECKI...	0.00		94.84
General Journal	12/31/2018	13A	*		Stamps for tha...	General F...		-SPLIT-	20.00		114.84
Total Office Supplies									114.84	0.00	114.84
<b>Rent, Parking, Utilities</b>											
Check	04/03/2018	001		Facilitron	Dunbar rent for...	General F...		BANK CHECKI...	45.00		45.00
Check	04/03/2018	002		USPS	USPS box rental	General F...		BANK CHECKI...	116.00		161.00
Deposit	05/23/2018			-MULTIPLE-	-MULTIPLE-	General F...		BANK CHECKI...		31.25	129.75
Deposit	08/06/2018			Sonoma Land Trust	Reimb for Apr ...	General F...		BANK CHECKI...		11.25	118.50
Total Rent, Parking, Utilities									161.00	42.50	118.50
<b>Website Costs</b>											
Check	09/03/2018	1014		Leslie Vaughn	Website certif r...	General F...		BANK CHECKI...	6.00		6.00
General Journal	09/30/2018	12A	*		Michael/Deann...	General F...		Board of Directo...	95.88		101.88
Total Website Costs									101.88	0.00	101.88

## Glen Ellen Forum Profit & Loss Detail January through December 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
Total OPERATING EXPENSES									2,061.35	55.70	2,005.65
Z-SPECIFIC COMMITTEE EXPENSES											
Fire Victim Aid											
Check	12/21/2018	1021		Home Depot	Home Depot Fi...	Fire Victims		BANK CHECKI...	6,232.69		6,232.69
Check	12/24/2018	1023		Friedman's	Friedman's 10 ...	Fire Victims		BANK CHECKI...	4,236.38		10,469.07
Total Fire Victim Aid									10,469.07	0.00	10,469.07
Traffic/Safety/Ready GE											
Check	08/07/2018	1011		Studio Anansi LLC	Studio Anansi ...	Traffic and...		BANK CHECKI...	1,053.00		1,053.00
General Journal	08/14/2018	11A	*		Wine for raffle ...	Traffic and...		Gifts in Kind - G...	156.00		1,209.00
Check	08/26/2018	1012		Stacey Vilas	GEHS sold 3 S...	Traffic and...		BANK CHECKI...	30.00		1,239.00
Check	12/04/2018	1018		Archie Horton	Archie Horton ...	Traffic and...		BANK CHECKI...	183.01		1,422.01
Total Traffic/Safety/Ready GE									1,422.01	0.00	1,422.01
Total Z-SPECIFIC COMMITTEE EXPENSES									11,891.08	0.00	11,891.08
Total Expense									43,021.40	55.70	42,965.70
Net Ordinary Income									43,021.40	46,825.96	3,804.56
<b>Net Income</b>									<b>43,021.40</b>	<b>46,825.96</b>	<b>3,804.56</b>

Glen Ellen Forum  
Profit & Loss Detail  
January through December 2018

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01/17/19

Accrual Basis

**Glen Ellen Forum**  
**Balance Sheet**  
As of December 31, 2018

	<u>Dec 31, 18</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
BANK CHECKING-WESTAMERICA #1725	6,943.87
PETTY CASH	105.45
Total Checking/Savings	<u>7,049.32</u>
Total Current Assets	<u>7,049.32</u>
<b>TOTAL ASSETS</b>	<b><u>7,049.32</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
Prior Years Profits/Losses	3,244.76
Net Income	3,804.56
Total Equity	<u>7,049.32</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>7,049.32</u></b>

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01/17/19

Accrual Basis

## Glen Ellen Forum Balance Sheet Detail As of December 31, 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
<b>ASSETS</b>											3,480.89
<b>Current Assets</b>											3,480.89
<b>Checking/Savings</b>											3,480.89
<b>BANK CHECKING-WESTAMERICA #1725</b>											3,322.51
Deposit	01/03/2018				Deposit		X	-SPLIT-	91.80		3,414.31
Deposit	01/30/2018				Deposit		X	-SPLIT-	275.09		3,689.40
Deposit	02/06/2018				Deposit		X	Donations	81.00		3,770.40
Deposit	03/06/2018				Deposit		X	-SPLIT-	45.75		3,816.15
Deposit	03/31/2018				Deposit		X	Interest Income	0.18		3,816.33
Deposit	04/03/2018				Deposit		X	-SPLIT-	1,000.00		4,816.33
Check	04/03/2018	001		Facilitron	Dunbar rent for...		X	Rent, Parking, ...		45.00	4,771.33
Check	04/03/2018	002		USPS	USPS box rental		X	Rent, Parking, ...		116.00	4,655.33
Check	04/10/2018	Txf		Westamerica Bank	Check printing ...		X	Office Supplies		25.00	4,630.33
Deposit	05/23/2018				Deposit		X	-SPLIT-	31.25		4,661.58
Check	05/29/2018	1001		Michael/Deanna Furlong	Reimb for For...		X	Non-Profit Appli...		275.00	4,386.58
Check	05/29/2018	1002		Margie Foster	Pmt in full		X	Short Term Loa...		236.13	4,150.45
Check	05/30/2018	1003		Fruit Basket	La Luz Comm ...		X	Community Mea...		425.00	3,725.45
Check	05/30/2018	1004		Super La Favourita	La Luz Comm....		X	Community Mea...		1,200.00	2,525.45
Check	06/01/2018	1005		Leslie Vaughn	VOID: Reimb - ...		X	Office Supplies	0.00		2,525.45
Check	06/02/2018	1006		Tortilleria Jalisco	La Luz Comm ...		X	Community Mea...		167.50	2,357.95
Deposit	06/02/2018				Deposit		X	Community Mea...	1,000.00		3,357.95
Check	06/03/2018	1007		Luis Manuel Torres	La Luz Comm ...		X	Community Mea...		550.00	2,807.95
Check	06/04/2018	1008		Carrie Castro	La Luz Comm ...		X	Community Mea...		185.98	2,621.97
Check	06/26/2018	1009		KSVY Radio	Donation		X	Donations		100.00	2,521.97
Check	06/26/2018	1010		Leslie Vaughn	Reimb La Luz ...		X	Community Mea...		47.41	2,474.56
Deposit	06/30/2018				Deposit		X	-SPLIT-	321.87		2,796.43
Check	06/30/2018				Service Charge		X	Bank Charges		13.20	2,783.23
Check	07/10/2018	eft		Westamerica Bank	Bank endorse...		X	Office Supplies		52.48	2,730.75
Deposit	07/30/2018				Deposit		X	Bank Charges	13.20		2,743.95
Deposit	08/06/2018				Deposit		X	-SPLIT-	1,261.25		4,005.20
Check	08/07/2018	1011		Studio Anansi LLC	ReadyGlenElle...		X	Traffic/Safety/R...		1,053.00	2,952.20
Deposit	08/08/2018				Deposit		X	Donations	27.00		2,979.20
Check	08/26/2018	1012		Stacey Vias	Reimb for 3 Slo...		X	Traffic/Safety/R...		30.00	2,949.20
Deposit	08/27/2018				Deposit		X	-SPLIT-	530.00		3,479.20
Check	08/29/2018	1013		Leslie Vaughn	Replace ck#10...		X	Office Supplies		17.36	3,461.84
Check	09/03/2018	1014		Leslie Vaughn	Website certif r...		X	Website Costs		6.00	3,455.84
Deposit	09/07/2018				Deposit		X	Donations	156.00		3,611.84
Check	10/13/2018	1015		Glen Ellen Village Fair	Booth Fees: R...		X	-SPLIT-		37.50	3,574.34
Check	10/16/2018	1016		Christa Grantoon Insu...	Liab Insur		X	Insurance - Liabi...		691.00	2,883.34
Deposit	10/16/2018				Deposit		X	Traffic/Safety/R...	398.00		3,281.34
Deposit	10/22/2018				Deposit		X	Fire Victim Aid	50.00		3,331.34
Deposit	11/10/2018				Deposit		X	-SPLIT-	121.45		3,452.79
Deposit	11/26/2018				Deposit		X	Miscellaneous R...	25,000.00		28,452.79
Check	11/26/2018	1017		Sonoma Valley Visitor...	Reimb for PG&...		X	-SPLIT-		25,000.00	3,452.79
Deposit	12/03/2018				Deposit		X	Donations	80.00		3,532.79
Check	12/04/2018	1018		Archie Horton	Reimb for Traff...		X	Traffic/Safety/R...		183.01	3,349.78
Check	12/04/2018	1019		void	void for escrip		X	Office Supplies	0.00		3,349.78
Check	12/14/2018	1020		Christa Grantoon Insu...	Bd of Directors...		X	Insurance - Liabi...		866.00	2,483.78
Deposit	12/17/2018				Deposit		X	-SPLIT-	12,500.00		14,983.78
Check	12/17/2018	1022		void	void for U.W.G...		X	Office Supplies	0.00		14,983.78
Check	12/21/2018	1021		Home Depot	10 sheds		X	Fire Victim Aid		6,232.69	8,751.09
Check	12/24/2018	1023		Friedman's	10 sheds		X	Fire Victim Aid		4,236.38	4,514.71
Deposit	12/27/2018				Deposit		X	Fire Victim Aid	2,300.00		6,814.71
Deposit	12/27/2018				Deposit		X	Community Mea...	129.16		6,943.87

# Glen Ellen Forum Balance Sheet Detail

As of December 31, 2018

01/17/19

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
Total BANK CHECKING-WESTAMERICA #1725									45,413.00	41,791.64	6,943.87
<b>PETTY CASH</b>											
Deposit	04/07/2018				Deposit			Donations	32.00		190.38
General Journal	08/06/2018	10A	*		Petty Cash: 8/...			Community Mea...		25.00	165.38
General Journal	12/31/2018	13A	*		Reimb for stam...			Office Supplies		59.93	105.45
Total PETTY CASH									32.00	84.93	105.45
Total Checking/Savings									45,445.00	41,876.57	7,049.32
<b>Accounts Receivable</b>											
Total Accounts Receivable											0.00
<b>Other Current Assets</b>											
Total Other Current Assets											0.00
Total Current Assets									45,445.00	41,876.57	7,049.32
<b>Fixed Assets</b>											
Total Fixed Assets											0.00
<b>Other Assets</b>											
Total Other Assets											0.00
Total Other Assets											0.00
<b>TOTAL ASSETS</b>									<b>45,445.00</b>	<b>41,876.57</b>	<b>7,049.32</b>
<b>LIABILITIES &amp; EQUITY</b>											
<b>Liabilities</b>											
<b>Current Liabilities</b>											
<b>Accounts Payable</b>											
Total Accounts Payable											0.00
<b>Credit Cards</b>											
Total Credit Cards											0.00
<b>Other Current Liabilities</b>											
<b>Other Current Liabilities</b>											
<b>Short Term Loan - Margie Foster</b>											
Check	05/29/2018	1002		Margie Foster	Pmt in full			BANK CHECKI...	236.13		0.00
Total Short Term Loan - Margie Foster									236.13	0.00	0.00
<b>Other Current Liabilities - Other</b>											
Total Other Current Liabilities - Other											0.00
Total Other Current Liabilities									236.13	0.00	0.00
<b>Payroll Liabilities</b>											
Total Payroll Liabilities											0.00
Total Other Current Liabilities									236.13	0.00	0.00
Total Current Liabilities									236.13	0.00	0.00
<b>Long Term Liabilities</b>											
											0.00

DECEMBER 31, 2018  
 BALANCE SHEET DETAIL  
 GLEN ELLEN FORUM

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01/17/19

Accrual Basis

**Glen Ellen Forum**  
**Balance Sheet Detail**  
As of December 31, 2018

Type	Date	Num	Adj	Name	Memo	Class	Clr	Split	Debit	Credit	Balance
Total Long Term Liabilities											0.00
Total Liabilities									236.13	0.00	0.00
<b>Equity</b>											3,244.76
Opening Balance Equity											0.00
Total Opening Balance Equity											0.00
Prior Years Profits/Losses											3,244.76
Total Prior Years Profits/Losses											3,244.76
Net Income											0.00
Total Net Income									43,021.40	46,825.96	3,804.56
Total Equity									43,021.40	46,825.96	7,049.32
<b>TOTAL LIABILITIES &amp; EQUITY</b>									<b>43,257.53</b>	<b>46,825.96</b>	<b>7,049.32</b>

## Glen Ellen Forum



January 15, 2019

Dear \_\_\_\_\_ :

For the past five years a broad spectrum of community, nonprofit, and governmental agencies, including the Glen Ellen Forum, have pulled together in a coalition to guide transformation of the Sonoma Developmental Center in Eldridge.

Echoing SDC Coalition goals, the Glen Ellen Forum's vision includes:

- Redevelopment of the existing campus via a comprehensive, community-driven, site-specific land-use planning process.
- Interim and long-term uses shall optimize social, economic, and recreational opportunities on the property, be compatible with local infrastructure, and maintain the semi-rural integrity of the surrounding community. Compatible uses include housing, small business, education, light industrial, and community services.
- Protection of existing open spaces and wildlife corridors.
- Preservation of the site's historic character and healthcare legacy.
- Provision of recreational opportunities compatible with the property's open space and wildlife values.
- Establishment of an Eldridge Trust, a governance structure modeled on the San Francisco's Presidio Trust, that would guide development of a sustainable economic engine for the property in perpetuity.

These key themes have resonated through time and have been reinforced in countless venues since closure was announced, from small gatherings around kitchen tables to community forums attended by hundreds of people. A petition emphasizing these guiding principles circulated in the summer of 2018, and was signed by more than 3,500 people. This vision has broad-based support both locally and regionally.

We now seek commitments of financial and administrative resources from Eldridge's current caretaker, the State of California, to provide a stable foundation for implementation of this vision. These include:

- Provision of sufficient funding to initiate the land-use planning process.
- Resources to ensure necessary upkeep of existing buildings and infrastructure, including retention of state employees who best understand the structures and systems on the Eldridge property.
- Resources to ensure necessary upkeep of campus grounds and existing open spaces and wildlife corridors to mitigate the risk of catastrophic wildfire.
- Support for interim use on the property that could offset costs of warm shutdown, prevent blight, vandalism, and vagrancy, and provide a framework for potential long-term uses.

Eldridge, as you may be aware, lies completely within the boundaries of the unincorporated community of Glen Ellen. The SDC/Eldridge Committee of the Glen Ellen Forum has spent the past two years reaching out to the community, gathering input, and forging alliances with numerous nonprofits. The people of Glen Ellen, Eldridge, and the greater Sonoma Valley are galvanized by the opportunity to shape the future of the SDC property. We are ready and eager to move forward and we urge you to support a community-led planning process for this important site. Please let us know how we can help.

Sincerely,

Dr. Alice Horowitz, Co-Chair, SDC/Eldridge Committee of the Glen Ellen Forum

Vicki Hill, Co-Chair, SDC/Eldridge Committee of the Glen Ellen Forum

# BYLAWS OF THE GLEN ELLEN FORUM

## ARTICLE 1: NAME

The name of this corporation is the Glen Ellen Forum, hereafter referred to as the Forum.

## ARTICLE 2: PURPOSE

### Section 1. Primary Purposes.

The primary charitable and educational purposes for which the Forum is organized are:

A. To provide education, resources, and assistance for the benefit of the Community of Glen Ellen, California; and

B. To engage in any lawful activity in furtherance of the above purposes, but in no event shall the Forum engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

### Section 2. General Corporate Powers.

The Forum shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Forum.

## ARTICLE 3: PRINCIPAL OFFICE

### Section 1. Location.

The principal office of the Forum shall be located at such place as the Board of Directors, hereafter referred to as the Board, shall determine from time to time. The Board may at any time change the location of the principal office.

### Section 2. Addresses.

The mailing address of the Forum is PO Box 490, Glen Ellen CA 95442. The website for the Forum is [www.glenellen.org](http://www.glenellen.org).

## ARTICLE 4: NONPARTISAN ACTIVITIES

The Forum has been formed under the California nonprofit Public Benefit Corporation Law for the educational and charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Forum shall consist of propaganda or otherwise attempt to influence legislation. The Forum shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE 5: MEMBERSHIP

### Section 1. Members of the Community.

Members of the community of Glen Ellen (hereinafter referred to as the Community) are those who live in, work in, own property in, or own a business within the Community, as defined by the boundaries of the US Postal Zip Code 95442. This includes Eldridge, whose zip code is 95431 yet is entirely contained within those boundaries. Others who demonstrate an interest in and concern for the welfare of the Community may also be considered members of the Community.<sup>1</sup>

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<sup>1</sup> This sentence may be subject to deletion.

## **Section 2. Members of the Forum.**

Members of the Forum are members of the Community who serve the Community as members of the Board, or as members of a committee authorized or recognized by the Board.

## **Section 3. Restriction on Membership.**

The Forum shall not have any members within the meaning of Section 5056 of the California Corporations Code. The Forum may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

# **ARTICLE 6: BOARD OF DIRECTORS**

## **Section 1. Powers.**

All corporate powers shall be exercised by or under the direction of the Board, subject to the limitations of all applicable laws. Similarly, the Board will manage the business and affairs of the Forum subject to the limitations of all applicable laws. The Board delegates day-to-day operation of the Forum to the Steering Committee, which facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. However, all activities and affairs of the Forum shall be exercised under the ultimate direction of the Board.

## **Section 2. Number of Directors.**

The number of Directors of the Forum shall be no less than three (3), nor more than eleven (11), with the exact number of Directors to be fixed from time to time, within such limits, by approval of the Board. The authorized number of Directors of the Forum, whether fixed or subject to a minimum and maximum number of Directors, may be changed by an amendment to these Bylaws approved by the Board.

## **Section 3. Election, Designation, and Term of Office of Directors.**

All Directors shall be elected by members of the board for a term of two (2) years, with alternating terms as described in the Manual of Policies and Procedures (hereafter referred to as the Manual), and shall serve until a successor shall be elected or until a Director’s earlier resignation or removal. Any Director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director, or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Board of Directors shall elect Officers and new Directors at the Annual Meeting.

## **Section 4. Vacancies.**

If a vacancy arises, the President shall nominate a replacement subject to Board confirmation. Any replacement confirmed in this manner will serve until the next annual meeting. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director’s term of office. A vacancy on the Board shall exist upon the occurrence of the following:

- A. Death of a Director;
- B. Resignation of a Director;
- C. Removal of a Director; or
- D. If the authorized number of Directors is increased.

## **Section 5. Resignation and Removal.**

A. Resignation: Any Director may resign effective upon written notice to the President, Secretary, or the entire Board of Directors. The notice may specify that the resignation is effective at a later specific time. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the Forum would then be left without a duly elected Officer. No resignation shall discharge any Director's accrued obligations.

B. Automatic Removal: A Director is automatically removed in the event of a legal declaration of incompetence by a court; conviction of a felony; determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code; or absence from three consecutive meetings of the Board.

C. Discretionary Removal: The Board may remove any Director with or without cause at any regular or special meeting by supermajority vote, or by unanimous written consent.

D. Waiver of Removal; Conditional or Temporary Removal: The Board of Directors, excluding the Director in question, may prevent a Director's automatic removal through Board resolution. In similar fashion, the Board may temporarily or conditionally remove a Director, particularly in the case of remediable incompetency.

## **ARTICLE 7: OFFICERS OF THE BOARD OF DIRECTORS OF THE FORUM**

### **Section 1. Introduction.**

The Officers of the Board of Directors of the Forum shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Forum may also have such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President of the Board. In addition to the duties specified in this Article, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board. Officers shall also perform such additional duties as the Board shall from time to time assign.

### **Section 2. Appointment, Removal, and Resignation of Officers.**

The Board shall choose the Officers at its annual meeting. The Board may remove any Officer without cause unless removal would violate the Officer's employment contract. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. Resignation of the role as an Officer shall not impact membership of the Board as a Director. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

### **Section 3. Compensation.**

There will be no compensation for Officers or Directors, although they may be reimbursed for reasonable expenses as described in the Manual.

### **Section 4. President.**

The President is the general manager and chief executive officer of the Forum and, subject to the control of the Board, shall be responsible for the general supervision, direction, and control of the business of the Forum. The President shall preside at all meetings of the Board. The President has

the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

**Section 5. Vice President.**

In the event that the President cannot or will not act, the Vice President shall perform all duties of the President. In this event, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

**Section 6. Secretary.**

The Secretary shall keep or cause to be kept, at the principal office of the Forum or such other place as the Board may order, a book (or other record) of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Forum's Bylaws and other significant documents as amended to date.

**Section 7. Treasurer.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Forum. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Forum with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Forum as may be ordered by the Board, shall render to the President and the Directors whenever requested, an account of all transactions and the financial condition of the Forum, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall serve in the second year of service on the Board.

**ARTICLE 8: MEETINGS**

**Section 1. Board Meetings.**

Board Meetings shall include the following:

A. Annual Meeting: The Board shall hold an Annual Meeting in the month of April, at such time and place as it shall deem appropriate for the purpose of electing Directors and Officers of the Forum, and for the transaction of other business.

B. Regular Meetings: The Board shall hold Regular Meetings in the months of January, July, and October, at such time and place as it shall deem appropriate and as set by resolution of the Board.

C. Special Meetings: Special meetings of the Board of Directors may be called at any time by the Executive Officers (President, Vice President, and Secretary).

**Section 2. Presence and Participation by Conference Technology.**

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply:

A. Each member participating in the meeting can communicate with all of the other members concurrently, and

B. Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, or vote on a specific action to be taken by the Forum. Participation in a meeting pursuant to this Section 2 constitutes presence in person at such meeting.

### **Section 3. Voting, Quorum, and Action at Meetings.**

Each Director shall have one (1) vote. Directors may not vote by proxy. Presence of a majority of the Directors then in office constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every decision made by a majority of the Directors at a meeting where a quorum of simple majority is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a disinterested majority of the required quorum for such meeting.

### **Section 4. Adjourned Meeting and Notice.**

A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### **Section 5. Action Without a Meeting.**

The Board of Directors may take any action without a meeting, if a majority of Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and the consent shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, "all Board Members" does not include any "interested Directors" as defined in Section 5233 of the California Corporations Code.

## **ARTICLE 9: STANDARD OF CARE**

### **Section 1. General.**

A Director shall at all times perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of the Forum and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, so long as:

- A. It is provided by one or more Officers or employees of the Forum whom the Director believes to be reliable and competent in the matters presented;
- B. It is provided by Counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence;
- C. It is provided by a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; or
- D. In any event, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Members of the Board have a fiduciary responsibility to the Forum, which is an ethical one of trust commonly understood in terms of these three traditional duties:

A. The Duty of Care ensures prudent use of all assets, including facility, people, and good will.

B. The Duty of Loyalty is to ensure that the activities and transactions of the Forum advance its mission, to recognize and disclose conflicts of interest, and to make decisions that are in the best interest of the Forum.

C. The Duty of Obedience is to ensure that the Forum obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated mission.

## **Section 2. Conflict of Interest.**

The purpose of this conflict of interest policy is to protect the Forum's interest when entering into a transaction that might benefit the private interest of one of its Officers or Directors. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

### **A. Definitions**

Unless otherwise defined, the terms used in this section have the following meanings:

1. An "Interested Person" is any Director, Officer, or Committee Member that has a direct or indirect personal financial interest, as defined below.

2. "Financial Interest" is interest in any entity with which the Forum is negotiating or has a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **B. Procedures**

1. An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

2. After disclosure of the financial interest and any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.

3. In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the President shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board shall then determine whether the Forum can obtain a more advantageous transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Forum's best interest and whether it is fair and reasonable.

### **C. Records and Procedures**

The minutes of the Board will include the names of the persons who have an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed. Also recorded will be the names of those present for discussions and votes taken in connection with the proceedings.

### **D. Violations of the Conflict of Interest Policy**

If the Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief

and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 3. Mutual Directors.**

No contract or transaction between the Forum and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of the Forum, is void or voidable because such Director(s) are present at a meeting of the Board which authorizes the transaction so long as:

A. the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board, and the Board authorizes the transaction in good faith by a vote sufficient without counting the vote of the common Director(s), or

B. the transaction is otherwise just and reasonable as to the Forum at the time it is authorized.

### **Section 4. Restriction on Interested Directors.**

No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is any person currently being compensated by the Forum for services rendered to it within the previous twelve (12) months, and any relative of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Forum.

## **ARTICLE 10: COMMITTEES**

### **Section 1. Committees of the Board.**

The Board may designate one or more committees to exercise all or a portion of the Board's authority, to the extent of the powers specifically delegated to the committee by resolution of the Board.

### **Section 2. Committees of the Forum.**

The Board may also recognize one or more Standing and/or Ad Hoc Committees of the Forum, composed of any members of the Community, which will not have the authority of the Board. Standing and Ad Hoc Committees are independent and autonomous groups committed to a particular purpose, as outlined in the Manual of Policies and Procedures. They report their activities at meetings of the Board, the Steering Committee, and at General Public Meetings. Standing Committees address recurring and ongoing concerns of the community, and have no term of limits. Ad Hoc Committees are established on an as-needed basis to address specific projects that resolve a particular need of the community, and have a term of limits relevant to completion of the project.

### **Section 3. The Steering Committee.**

The Steering Committee is a specific Standing Committee that manages the General Public Meetings under the authority of the Board. As stated in Article 6 Section 1, the Steering Committee facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. The members of the Steering Committee shall be composed of four (4) officers and representatives of the various Standing and Ad Hoc Committees, as designated in Article 10 Section 2. The officers of the Steering Committee serve for one year, and are elected to their position annually. Their responsibilities and duties are:

A. The Chair prepares the agenda and presides at all Steering Committee and General Public Meetings.

B. The Vice Chair prepares the agenda and presides at all Steering Committee and Public Town Hall meetings in the absence of the Chair.

C. The Secretary maintains minutes of all Steering Committee and General Public Meetings as a record of the discussions and decisions that take place.

D. The Communications Officer maintains the database of those who participate in Forum activities, and coordinates publication of announcements and activities of the Forum in print and on electronic public media.<sup>2</sup>

#### **Section 4. Standing and Ad Hoc Committee Meetings.**

Committee meetings can be held without notice unless the Board resolution establishing the committee states otherwise. Committee meetings may be held by conference telephone or other communications equipment as long as all participants can hear and communicate with one another. All participants shall be considered present in person at such meetings.

### **ARTICLE 11: RECORDS**

#### **Section 1. Maintenance and Inspection of Articles and Bylaws.**

The Forum shall keep the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors and Officers at all reasonable times.

#### **Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.**

The Forum shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

#### **Section 3. Maintenance and Inspection of Other Corporate Records.**

The Forum shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the Forum shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Forum as have been in the custody of such Officer, employee, or agent during his or her term of office. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Forum and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### **Section 4. Annual Report.**

The Board shall cause an annual report to be sent to all of the Directors not later than one hundred twenty (120) days after the close of the Forum's fiscal year. The annual report and any accompanying material may be sent by electronic transmission by the Forum. The annual report shall contain in appropriate detail the following:

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<sup>2</sup> This sentence may be subject to deletion.

- A. The assets and liabilities, including trust funds, of the Forum as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Forum, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Forum, for both general and restricted purposes, during the fiscal year; and
- E. A statement of any transaction or indemnification as described in and required by Section 6322 of the California Corporations Code.

### **Section 5. Annual Financial Statements.**

The Forum shall prepare and file such annual financial statements as may be required by state and federal law using generally accepted accounting principles. If required by law, or at the discretion of the Board of Directors, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting principles.

### **ARTICLE 12: FISCAL YEAR**

The fiscal year for the Forum shall be the calendar year.

### **ARTICLE 13: DEDICATION OF ASSETS**

The property and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of the Forum, on dissolution or otherwise, shall inure to the benefit of any private individual, or any Director or Officer of the Forum. Upon liquidation or dissolution, all remaining properties and assets of the Forum shall be distributed and paid over to an organization dedicated to educational or charitable purposes which has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 14: AMENDMENTS AND REVISIONS**

A vote of a majority of the Directors in office is needed to adopt, amend, or repeal the Bylaws. This action must be taken at a duly called and held meeting of the Board of Directors. If any provision of these Bylaws or the Articles of Incorporation require the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that voting threshold.

### **ARTICLE 15: INDEMNIFICATION**

The Forum may indemnify its agents to the fullest extent permitted by law. The Forum shall not indemnify its agents for gross negligence, recklessness, intentional acts of harm, or knowing violations of law. The term "agent" is defined by Section 5238(a) of the California Corporations Code, and includes its Directors, Officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators. This indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the Forum, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. The Forum may advance expenses to the person seeking indemnification before final disposition of the proceeding. The

advance shall be conditioned upon receipt by the Forum of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Forum. The expenses to be indemnified shall be determined by the Board and applicable law. The Forum shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

**ARTICLE 16: INTERPRETATION AND SEVERABILITY**

If any provision in these Bylaws is invalidated by a court, the remainder of the bylaw provisions shall remain in full force and effect.

**CERTIFICATE OF SECRETARY**

I, Jim Shere, certify that I am the currently elected and acting Secretary of the Glen Ellen Forum, a California nonprofit public benefit corporation, and the above Bylaws are the Bylaws of the Forum as adopted by the Board of Directors of the Forum on the date specified below and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_

by \_\_\_\_\_

Jim Shere, Secretary

# MANUAL OF POLICIES & PROCEDURES OF THE GLEN ELLEN FORUM

## PREAMBLE

The following abiding principles are fundamental to our organization.

*Inclusivity:* We draw especially upon the skills and interests of the community of Glen Ellen, hereafter referred to as the Community and inclusive of those who live, work, own property or own a business within Glen Ellen as defined by the boundaries of the U.S. Postal Zip Code 95442. This includes Eldridge, which is entirely contained within those boundaries. Others who demonstrate an interest in and concern for the welfare of the Community may also be considered members of the Community.<sup>1</sup>

*Transparency:* Our gatherings are public, where discussion is encouraged and agreements are reached by consensus. We make full use of all public media to establish robust, interactive communication with the Community.

*Amity and Comity:* We work toward a collaborative consensus in all decisions, in an association of friendly relationships and an atmosphere of mutual courtesy and respect.

## ARTICLE 1: INTRODUCTION

This Manual of Policies and Procedures (hereinafter referred to as the Manual) is intended to provide essential policies and standard operating procedures for the Glen Ellen Forum, hereafter referred to as the Forum. They detail the organizational structure that implements the Forum's Bylaws to best address the needs of the community and prevailing circumstances. They may be revised at any time by majority vote of the Board of Directors, hereafter referred to as the Board, without having to amend the Bylaws.

## ARTICLE 2: PARTICIPATION IN THE FORUM

### Section 1. General.

A. Anyone who lives, works, owns property, or owns a business within the Community, and others who demonstrate an interest in and concern for the welfare of the Community may participate in General Public Meetings of the Forum. Participation is established by signing in at Forum events, or by electronic or U.S. postal mail. The public is invited to General Public meetings and can sign up to receive announcements and notifications. It is assumed that all participants will observe the abiding principles given in the Preamble.

B. The Forum may from time to time use the terms "members" and "participants" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

### Section 2. General Public Meetings.

A. Introduction. General Public Meetings are held monthly. The Chair of the Steering Committee prepares the agenda and presides over the General Public Meetings, with input from Forum committees and members of the Board of Directors. A quorum of at least three members

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<sup>1</sup> This sentence may be subject to deletion.

of the Board must be present. These General Public Meetings are open to the public, encouraging community involvement and interaction.

B. Order of Business.

1. Call to order by the Chair of the Steering Committee or by a delegated member of the Steering Committee.

2. Reports from the Standing and Ad Hoc Committees on current projects and activities of the Forum.

3. Responses from those present.

4. Discussion, with consensus noted when an issue presented requires a decision.

5. Program, involving presentations and reports of local interest.

6. Q&A: spontaneous general questions and commentary from those present.

7. Announcements of local interest.

C. Special General Public Meetings may be called by the Board or by the Chair of the Steering Committee when needed to address specific issues. The Chair of the Steering Committee will notify the Board in advance of scheduling such Special Meetings.

D. Notification of all General Public Meetings are to be timely and public.

### **ARTICLE 3: THE BOARD OF DIRECTORS**

#### **Section 1. Membership.**

A. Any active participant in Forum events in good standing for at least one year may apply to become a member of the Board, subject to acceptance by a majority vote of the sitting membership of the Board, Steering Committee, and Committee Chairs.

B. Membership of the Board is for the term of two years, and is established by consensus during the Annual Meeting.

C. A resignation or any other change in membership of the Board shall take effect immediately when agreed upon during a Regular Meeting of the Board.

D. The initial annual meeting of the Board, taking place in April 2019, shall confirm sitting Officers as follows: The President, Secretary and Treasurer shall serve one year, at the end of which they may or may not choose to serve a two-year term as Director but not as an Officer. The Vice President may serve two years, and may serve the second year as President, if so confirmed by the Board. One half of the remaining Directors shall serve one year, at the end of which they may or may not choose to serve a two-year term; the other half of the remaining Directors shall serve two years. This will establish an interlocking pattern of service to ensure continuity.

#### **Section 2. Regular Meetings of the Board of Directors.**

Regular meetings take place in January, July, and October of each year.

A. Order of Business.

1. Call to order by the President or Vice President.

2. Secretary's report: Presentation of the minutes of the previous Board meeting and review of correspondence, with discussion and approval.

3. Treasurer's report: Presentation of the current condition of accounts, with discussion and approval.

4. Steering Committee report: Presentation of the current activities of the Steering Committee, with discussion and approval.

5. Committee reports: Presentation of committee accomplishments and issues for the preceding quarter and a look forward to projects and objectives for the next quarter.

6. Old business: Discussion and decisions by either consensus or majority vote of those present.
7. New business: Discussion and assignment for reports to be made during the following meeting.
8. Review and general announcements.
9. Time and place for the next regular meeting is set.

### **Section 3. Annual Meetings of the Board of Directors.**

An annual meeting of the Board takes place in April, at which elections are held and annual reports are presented and distributed.

### **Section 4. Special Meetings of the Board of Directors.**

Special Meetings of the Board may be called when needed to address specific issues.

## **ARTICLE 4: THE STEERING COMMITTEE**

### **Section 1: Description.**

- A. The Steering Committee is a voluntary group of at least 5 voting members. Nonvoting guests may also participate in discussions that take place during Steering Committee meetings, excepting Executive Meetings where confidentiality is required.
- B. The Steering Committee develops the agenda for and presides over all General Public Meetings.
- C. The Steering Committee accepts administrative responsibilities delegated by the Board.
- D. Representatives of the Steering Committee report their activities to meetings of the Board.
- E. The Steering Committee provides administrative leadership but mainly facilitates the work of all Standing and Ad Hoc Committees.

### **Section 2: Membership.**

- A. Any active participant in Forum events in good standing for at least one year may apply to become a member of the Steering Committee.
- B. Members of the Steering Committee are established by a majority vote during the annual meeting of the Board.
- C. In addition to the Officers, representatives of every Standing and Ad Hoc Committee are voting members of the Steering Committee.

### **Section 3: Officers.**

The following officers of the Steering Committee are selected each year during the Annual Meeting of the Board to serve for a term limited to one year; these are their duties:

- A. The Chair prepares the agenda and presides over all General Public Meetings.
- B. The Vice Chair prepares the agenda and presides at all Steering Committee and all General Public Meetings meetings in the absence of the Chair.
- C. The Secretary maintains minutes of all Steering Committee and General Public Meetings as a record of the discussions and decisions that take place. The Secretary attends all General Public and Board Meetings.
- D. The Communications Officer chairs the Communications Subcommittee, which manages all public communications including print and electronic media.

#### **Section 4: General Public Meetings.**

A. A quorum of at least one half of the current Steering Committee membership is required to conduct business.

B. Regular Meetings take place monthly, at a time and place agreed upon during the previous meeting.

C. Order of Business:

1. Call to order by the Chair or Vice Chair.

2. Secretary's report: Presentation of the minutes of the previous meeting and review of correspondence, with discussion and approval.

3. Presentation of various activities of the Forum, with discussion and approval. Voting takes place regarding issues for which a consensus was demonstrated at a General Public Meeting.

4. Old business: Discussion and decisions regarding any outstanding items or issues from previous Steering Committee and/or General Public Meetings.

5. New business: Discussion and assignment for reports to be made during the following Steering Committee and/or General Public Meetings.

6. Creation of the agenda for the following General Public Meeting.

7. Review and general announcements.

8. Time and place for the next Steering Committee Meeting is set.

D. An Annual Meeting is held to confirm Steering Committee membership and to set the year's agenda.

E. Special Meetings of the Steering Committee may be called when needed to address specific issues.

#### **ARTICLE 5: OTHER STANDING & AD HOC COMMITTEES**

Standing and Ad Hoc Committees are independent and autonomous groups committed to a particular purpose. Their activities are reported to the Meetings of the Board, the Steering Committee, and the General Public Meetings.

A. Standing Committees address recurring and ongoing concerns of the community, and have no term of limitation. These may include:

1. The Traffic & Safety Committee, focusing upon public safety and emergency preparedness;

2. The Community Projects Committee, focusing upon community improvement and beautification;

3. The Engagement Committee, focusing upon community outreach including community meals and socials;

4. The Development Committee, focusing upon due diligence related to fiscal health through philanthropy, grant-writing, and other forms of fundraising.

B. Ad Hoc Committees are established on an as-needed basis to address specific projects that resolve a particular need of the community, and have a term of limitation relevant to completion of the project. These may include:

1. The SDC/Eldridge Transition Committee, which represents Glen Ellen regarding redevelopment of Eldridge upon the closure of the Sonoma Developmental Center;

2. The Advisory Council Exploration Committee, focused on developing a relationship with the Sonoma County Board of Supervisors through establishment of a local Municipal Advisory Council.

## **ARTICLE 6: EXPENDITURES**

Approval thresholds for expenditures by the Forum are as follows:

- A. Less than \$50 requires approval by the Steering Committee Chair and Treasurer of the Board;
- B. \$50 - \$499 requires approval by a majority vote of Steering Committee and Treasurer of the Board;
- C. Over \$500 requires approval of a majority of the Board.

## **ARTICLE 7: ANTI-HARASSMENT POLICY**

Our anti-harassment policy expresses our commitment to maintain a place free of harassment, so that all members can feel safe. This policy applies to anyone who takes part in our activities. We prohibit willful discrimination based on age, sexual orientation, ethnicity, race, religion, or disability. Harassment in any form is prohibited, including bullying, intimidation, humiliation, direct insults, malicious gossip and victimization. Furthermore, retaliation of any sort for reporting harassment is never tolerated. Any incident covered by this policy will be addressed by the Board of Directors as quickly as possible, and a decision will be made towards resolution and recovery.

## **ARTICLE 8. CONFLICT & GRIEVANCE RESOLUTION POLICY**

### **Section 1: Description.**

When procedural conflicts or personal grievances occur between members of the Forum, a prompt and equitable resolution is often needed. A meeting for this purpose can be called and presided over by the Executive Committee of the Board. Before the discussion all parties will sign an Agreement to Resolve (as given below) to ensure openness and good faith. When the conflict or grievance is resolved a Resolution Agreement (as given below) will be signed by all parties, indicating a mutual reconciliation.

### **Section 2: Agreements.**

A. Agreement to Resolve. This is an agreement between [name], [name], and the Executive Committee of the Glen Ellen Forum to enter into discussion to resolve the following issue[s]: [brief description of issues to be discussed and resolved]. Each person signifies an agreement to honestly and fully present their concerns, and to hear those of the others involved, by signing below. The Executive Committee will preside and remain impartial throughout the discussion, and will then conclude with observations regarding a resolution of the issue[s] based upon the presentations made. By signing below, participants signify acceptance of the resolution by signing the Resolution Agreement given below. [Signatures of all parties & date]

B. Resolution Agreement. By signing below, each person that has taken part in the above discussion signifies reconciliation with an acceptance of the resolution reached. [Signatures of all parties & date]

## **ARTICLE 9. AMENDMENTS TO THESE POLICIES & PROCEDURES**

Proposed amendments to these Policies & Procedures are to be submitted in writing to a Regular Meeting of the Board of Directors, where they are to be voted upon and ratified by majority approval.

## **CERTIFICATE OF SECRETARY**

I, Jim Shere, certify that I am the currently elected and acting Secretary of the Glen Ellen Forum, a California nonprofit public benefit corporation, and the above Manual of Policies & Procedures has been adopted by the Board of Directors of the Forum on the date specified below and that they have not been amended or modified since that date.

Jim Shere, Secretary