

**MINUTES OF FIRST MEETING OF  
ONE SOURCE - EMPOWERING CAREGIVERS  
a California Nonprofit Public Benefit Corporation**

The board of directors of ONE SOURCE - EMPOWERING CAREGIVERS, a California Nonprofit Public Benefit Corporation, held its first meeting on February 28, 2015, at 105 Providence Mine Rd., Suite 101, Nevada City, CA, commencing at 1:30 p.m. Written waiver of notice was signed by all of the directors.

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

DONNA RAIBLEY

LAURA GROUT

DANIEL WHELAN

JEREE WALLER

PEARCE BOYER

EDWARD E. HAWKINS

Not present was the following director:

ANDREA FOX

On motion and by unanimous vote, Donna Raibley was elected temporary chairperson and presided over the meeting. Laura Grout was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records books.

**ADOPTION OF BYLAWS**

First on the agenda was the adoption of Bylaws. The secretary presented to the meeting a form of Bylaws which were duly considered and discussed. On motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

RESOLVED: That the Bylaws presented to this meeting and discussed thereat be and the same hereby are, adopted as and for Bylaws of this corporation.

RESOLVED FURTHER: That the Secretary of this corporation be and hereby is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of this corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation, in accordance with Section 213 of the California Corporations Code.

### **ELECTION OF OFFICERS**

The meeting then proceeded to the election of officers. The following were duly elected to the offices indicated after the names of each:

<b>President and Board Chair:</b>	<b>Donna Raibley</b>
<b>Secretary:</b>	<b>Laura Grout</b>
<b>Treasurer:</b>	<b>Daniel Whelan</b>

Each officer so elected accepted his or her office, and thereafter, the President presided at the meeting as chairman and the Secretary acted as secretary of the meeting.

### **PRINCIPAL OFFICE AND MAILING ADDRESS**

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

RESOLVED, that the principal office for the transaction of business of the corporation shall be at 105 Providence Mine Rd., Suite 101, Nevada City, CA.

RESOLVED, that the mailing address shall be a Post Office Box obtained by the Secretary and furnished to the directors.

### **BANK ACCOUNT**

Upon motion duly made and seconded, it was:

RESOLVED, that the funds of this corporation shall be deposited with a bank to be chosen by the President.

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

RESOLVED FURTHER, that the President and/or the Treasurer are 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 either of the following:

**DONNA RAIBLEY**, President; or

**DANIEL WHELAN**, Treasurer

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.

RESOVLED FURTHER, that monthly tatements shall be mailed to both the President and Treasurer at such addresses designated by each of them and on file at each bank or financial institution.

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 EXEMPTIONS**

The Treasurer stated that application would be submitted on March 2, 2015, to the Internal Revenue Service, seeking a determination that the corporation was exempt from payment of federal corporate income taxes as a 501(c)(3) tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code, and, further, that the corporation has been classified as a public charity under applicable sections of the Internal Revenue Code.

The Treasurer also announced that application will be made to California Franchise Tax Board acknowledging the corporation's federal tax exemption and its classification as exempt from payment of state corporate franchise taxes under Section 23701(d) of the California Revenue and Taxation Code.

### **OFFICERS AUTHORIZED TO CONTRACT**

To authorize the officers to contract and obligate the corporation in the ordinary course of business, the following resolution was, upon motion duly made, seconded and unanimously carried, adopted:

RESOLVED: That the President and Treasurer are each authorized to sign contracts and obligations on behalf of the corporation, however, any capital expenditure above \$5,000 shall require the approval of the Board in accordance with the Bylaws.

There being no further business to come before the meeting, on motion duly made, seconded, and adopted, the meeting was adjourned.

Dated: \_\_\_\_\_, 2015

\_\_\_\_\_  
LAURA GROUT, Secretary

The meeting was held on February 28, 2015.