

**AGENDA FOR MEETING OF THE
BOARD OF DIRECTORS
OF THE
LAGUNA WOODS CIVIC SUPPORT FUND,
a California Nonprofit Public Benefit Corporation**

Tuesday, November 15, 2016
10:30 a.m.

Laguna Woods City Hall
24264 El Toro Road
Laguna Woods, California 92637

1. CALL TO ORDER
2. ROLL CALL
3. PLEDGE OF ALLEGIANCE
4. PUBLIC COMMENTS – This is the time and place for members of the public to address the Board of Directors on items *not* appearing on this agenda. Pursuant to State law, the Board of Directors is unable to take action on such items, but may engage in brief discussion, provide direction to staff, or schedule items for consideration at future meetings.
5. BOARD OF DIRECTORS MEETING MINUTES
Recommendation: Approve the Board of Directors meeting minutes for the meeting on August 2, 2016.
6. RATIFICATION OF ACTS OF INCORPORATOR
Recommendation: Ratify acts of Incorporator as acts of this Corporation by the incorporator, Christopher Macon, including the filing of the Articles of Incorporation.
7. RATIFICATION OF APPOINTMENT OF ORIGINAL BOARD OF DIRECTORS
Recommendation: Review and ratify the appointment of the original directors of the Corporation as Noel Hatch and Carol Moore.
8. RATIFICATION OF ADOPTION OF BYLAWS
Recommendation: Ratify the adoption of the bylaws of the Corporation.
9. APPOINTMENT OF OFFICERS
Recommendation: Appoint initial officers of the Corporation, as follows: Chief Executive Officer: Christopher Macon; Chief Financial Officer: Margaret Cady; Secretary: Yolie Trippy.

10. FISCAL YEAR

Recommendation: Adopt the fiscal year of the Corporation as commencing on July 1 and concluding on the immediately following June 30.

11. PRINCIPAL OFFICE LOCATION

Recommendation: Adopt the principal office for the transaction of the business of the Corporation as 24264 El Toro Road, Laguna Woods, California 92637.

12. AGENT FOR SERVICE OF PROCESS

Recommendation: Name Christopher Macon as initial agent for service of process for the Corporation.

13. EXEMPTIONS FROM FEDERAL AND STATE TAXES

Recommendation: Authorize and direct the Chief Executive Officer or his or her designee to execute and file all necessary applications for exemptions for the Corporation from such taxes with the appropriate state and federal tax authorities, and to pay the necessary filing fees.

14. FILINGS WITH STATE ATTORNEY GENERAL

Recommendation: Authorize and direct the Chief Executive Officer or his or her designee to make periodic filings as required by the California Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes, and to pay the necessary fees.

15. OTHER FILINGS

Recommendation: Authorize and direct the Chief Executive Officer or his or her designee to make such filings and applications, and to execute and deliver such documents and instruments and to do such acts and things as he or she deems necessary in order to obtain such licenses, authorizations, and permits as are necessary or desirable in furtherance of the Corporation's purpose, to fulfill such legal requirements as are applicable to the Corporation, or to complete the organization of the Corporation.

16. CONFLICT OF INTEREST CODE

Recommendation: Adopt a Conflict of Interest Code, in substantially the form in the attached Resolution No. 1.

**A RESOLUTION OF THE LAGUNA WOODS CIVIC
SUPPORT FUND BOARD OF DIRECTORS ADOPTING
THE LAGUNA WOODS CIVIC SUPPORT FUND'S
CONFLICT OF INTEREST CODE AND LIST OF
DESIGNATED FILERS**

17. BOARD OF DIRECTORS MEETING SCHEDULE

Recommendation: Schedule upcoming meetings of the Board of Directors.

18. BOARD OF DIRECTORS COMMENTS AND ANNOUNCEMENTS

19. ADJOURNMENT

Public Comments: Persons wishing to address the Board of Directors are requested to complete and submit a speaker card to staff. Speaker cards are available near the entrance to the meeting location. Persons wishing to address the Board of Directors on an item appearing on this agenda will be called upon at the appropriate time during the item’s consideration. Persons wishing to address the Board of Directors on an item *not* appearing on the agenda will be called upon during the “Public Comments” item. Persons who do not wish to submit a Speaker Card, or who wish to remain anonymous, may indicate their desire to speak from the floor. Speakers are requested, but not required, to identify themselves.

Americans with Disabilities Act (ADA): It is the intention of the Laguna Woods Civic Support Fund to comply with the ADA. If you need assistance to participate in this meeting, please contact either the City of Laguna Woods’ City Clerk’s Office at (949) 639-0500/TTY (949) 639-0535 or the California Relay Service at (800) 735-2929/TTY (800) 735-2922. The Laguna Woods Civic Support Fund requests at least two business days’ notice in order to effectively facilitate the provision of reasonable accommodations.

AFFIDAVIT OF POSTING

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF LAGUNA WOODS)

I, Yolie Trippy, on behalf of the Laguna Woods Civic Support Fund Board of Directors, hereby certify under penalty of perjury that this agenda was posted at Laguna Woods City Hall, 24264 El Toro Road, Laguna Woods, California 92637; on the City of Laguna Woods’ website (www.cityoflagunawoods.org); and, at other locations designated by Resolution No. 02-33, pursuant to California Government Code Section 54954.2 of the Ralph M. Brown Act.

Yolie Trippy
YOLIE TRIPPY

11-10-16
Date

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**LAGUNA WOODS CIVIC SUPPORT FUND
BOARD OF DIRECTORS MINUTES
MEETING
August 2, 2016
10:30 A.M.
Laguna Woods City Hall
24264 El Toro Road
Laguna Woods, California 92637**

1. CALL TO ORDER

The meeting of the Laguna Woods Civic Support Fund was called to order at 10:30 a.m.

2. ROLL CALL

BOARD OF DIRECTORS: PRESENT: Hatch, Moore
ABSENT: -

STAFF PRESENT: Macon, Cady, Trippy

3. PLEDGE OF ALLEGIANCE

Director Moore led the pledge of allegiance.

4. PUBLIC COMMENTS – None

5. BYLAWS

Christopher Macon made a presentation.

Directors discussed the item and staff answered related questions.

Moved by Director Hatch, seconded by Director Moore, and carried unanimously on a 2-0 vote to adopt bylaws for the Laguna Woods Civic Support Fund and recommend that the same be ratified by the Laguna Woods City Council.

6. OFFICERS OF THE CORPORATION

Moved by Director Hatch, seconded by Director Moore, and carried unanimously on a 2-0 vote to appoint Director Moore as Chair of the Board; and moved by Director Moore, seconded by Director Hatch, and carried unanimously on a 2-0 vote to appoint Director Hatch as Vice Chair of the Board, to be effective upon ratification of the bylaws by the Laguna Woods City Council.

7. MEMBERS OF THE BOARD OF DIRECTORS

Christopher Macon made a presentation.

Directors discussed the item and staff answered related questions.

Directors requested that staff draft a description of the responsibilities of members of the Board of Directors for consideration at a future meeting.

8. BOARD OF DIRECTORS MEETING SCHEDULE

The next meeting will be called when necessary.

9. BOARD OF DIRECTORS COMMENTS AND ANNOUNCEMENTS – None

10. ADJOURNMENT

The meeting was adjourned at 11:07 a.m.

YOLIE TRIPPY

Adopted: November 15, 2016

CAROL MOORE, Chair of the Board

LAGUNA WOODS CIVIC SUPPORT FUND

RESOLUTION NO. 1

**A RESOLUTION OF THE LAGUNA WOODS CIVIC
SUPPORT FUND BOARD OF DIRECTORS ADOPTING
THE LAGUNA WOODS CIVIC SUPPORT FUND'S
CONFLICT OF INTEREST CODE AND LIST OF
DESIGNATED FILERS**

WHEREAS, the Laguna Woods Civic Support Fund is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for charitable purposes; and

WHEREAS, Article XI of this corporation's bylaws provides that the Laguna Woods Civic Support Fund Board of Directors ("Board of Directors") shall adopt, periodically review, and, if necessary, amend, a "conflict of interest code" as such term is defined in Political Reform Act of 1976, as amended, Government Code Section 81000, *et seq.*; and

WHEREAS, the Board of Directors has determined that it is in its best interest to adopt and use the model conflict of interest code promulgated by the Fair Political Practices Commission of the State of California.

NOW, THEREFORE, the Board of Directors resolves as follows:

SECTION 1. The Board of Directors adopts the model conflict of interest code promulgated by the Fair Political Practices Commission of the State of California as set forth in Section 18730 of Title 2 of the California Code of Regulations, which model conflict of interest code is incorporated herein by reference, and which, together with the list of designated positions and the disclosure categories applicable to each designated position as set forth in Appendices A and B of this Resolution, collectively constitutes the Laguna Woods Civic Support Fund's Conflict of Interest Code. As the model conflict of interest code set forth in Section 18730 of Title 2 of the California Code of Regulations is amended from time to time by State law, regulatory action of the Fair Political Practices Commission, or judicial determination, the portion of the Laguna Woods Civic Support Fund's Conflict of Interest Code comprising the model conflict of interest code shall be deemed automatically amended without further action to incorporate by reference all such amendments to the model conflict of interest code so as to remain in compliance therewith. Nothing in this Resolution shall supersede the independent applicability of Government Code Section 87200.

SECTION 2. The definitions contained in the Political Reform Act of 1974 and in the regulations of the Fair Political Practices Commission, and any amendments to either of the foregoing, are incorporated by reference into this conflict of interest code.

SECTION 3. The Board of Directors finds and determines that the persons who hold the designated positions set forth in Appendix A, attached to and made part of this Resolution, make or participate in the making of decisions which may foreseeably have a material effect on their

financial interests, and shall file statements of economic interests pursuant to the requirements of the Laguna Woods Civic Support Fund's Conflict of Interest Code.

SECTION 4. The persons holding designated positions shall disclose their economic interests according to the assigned disclosure categories set forth in Appendix B, attached to and made part of this Resolution. The place of filings for shall be the principal office of the Laguna Woods Civic Support Fund located at 24264 El Toro Road, Laguna Woods, California 92637.

SECTION 5. The Secretary shall certify to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED by the Laguna Woods Civic Support Fund Board of Directors at a meeting held on the [XX] day of [XX], 2016.

CAROL MOORE
CHAIR OF THE BOARD

ATTEST:

YOLIE TRIPPY
SECRETARY

APPENDIX A TO RESOLUTION NO. 1**DESIGNATED POSITIONS**

<u>Position</u>	<u>Disclosure Categories</u>
Member, Board of Directors	Full Disclosure
Chief Executive Officer	Full Disclosure
Chief Financial Officer	Full Disclosure
Consultants ¹	Full Disclosure

¹ Consultants shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitation. The Chief Executive Officer may determine in writing that a particular consultant, although a “designated person,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant’s duties and, based upon that description, a statement of the extent of disclosure requirements. The Chief Executive Officer’s determination is a public record and shall be retained for public inspection in the same manner and location as this Conflict of Interest Code.

APPENDIX B TO RESOLUTION NO. 1

DISCLOSURE CATEGORIES

Full Disclosure (excluding interests in real property): All investments, business positions and sources of income, including gifts, loans and travel payments.

General Contracting: All investments, business positions and income, including gifts, loans and travel payments, from sources that provide leased facilities, goods, equipment, vehicles, machinery or services, including training or consulting services, of the type utilized by the relevant department or area of authority.