

Thursday, November 21, 2024

San Francisco Disc Golf Club Inc.

Board of Director Meeting Minutes

Initial Meeting

Attendance

- Initial Directors
 - Shawn Mercy, Harper Alexander, Mike Sale
 - Prospective Directors
 - Kevin Smeds, Chloe Stein
 - Others present
 - 18 active club members
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Call to Order

Shawn Mercy called the first meeting of the Board of Directors meeting to order at 7:30pm at the Sunset Recreation Center at 2201 Lawton Street, in San Francisco, CA. A quorum of the initial directors was present.

Temporary Officers (of the meeting) Elected by Initial Directors

RESOLVED: Upon motion duly moved by Mike Sale, seconded and unanimously carried it was resolved that Shawn Mercy would serve as temporary Chairperson (“Chair”) of the meeting.

RESOLVED: Upon motion duly moved by Shawn Mercy, seconded and unanimously carried it was resolved that Harper Alexander would serve as temporary Secretary of the meeting.

Additional Resolutions by Initial Directors

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that the Secretary is to make and place a copy of the certified Articles of Incorporation and store them in the corporate records to be retained at our principal office.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that the presented Bylaws, Conflict of Interest Policy and Agreement be adopted as the Bylaws and Conflict of Interest Policy and Agreement of the organization.

NOTE: These documents are posted on the San Francisco Disc Golf Club, Inc website at: <https://www.sfdiscgolf.org/archives/category/legal-documents>

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to set the exact authorized number of directors to 5.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to appoint Chloe Stein and Kevin Smeds as directors of the corporation

Resolutions by the full Board of Directors

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Shawn Mercy and Chloe Stein will serve initial terms of three (3) years each.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Harper Alexander, Mike Sale, and Kevin Smeds will serve initial terms of two (2) years each.

NOTE: According to the Bylaws, two board members will have an initial term of three years, and three board members will have an initial term of two years. After the initial term all members will serve two year terms.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Shawn Mercy would serve as the Board President / Executive Director.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Harper Alexander would serve as the Board Vice President.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Mike Sale would serve as the Board Treasurer.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Kevin Smeds would serve as the Board Secretary and thereafter acted as Secretary of the meeting.

NOTE: According to the Bylaws, the Board of Directors is required to elect officers for a term of one year each.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that the principal offices of the corporation are located at 1560 Mariposa St, Richmond, CA 94804.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that the fiscal year of the corporation shall end on December 31st of each year.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to recognize prior written action taken by the Initial Directors on December 1st, 2022 which authorized Shawn Mercy to open a corporate business checking account account for the corporation at U.S. Bank.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Shawn Mercy and Mike Sale are authorized as signatories on all corporate bank accounts.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to recognize prior written action taken by the Initial Directors on December 1st, 2022 which authorized the Initial Directors to apply for a California Department of Tax and Fee Administration Seller's permit. The Seller's permit was granted with a Start Date of January 31st, 2023.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to procure Directors and Officers Insurance.

NOTE: In the event of any legal matters, pertaining to the corporation, which specifically involve the members of the board of directors and/or officers, it is prudent to have Directors and Officers (D&O) Insurance to protect the individuals from personal liability.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Mike Sale is authorized to apply with the Internal Revenue Service for tax-exempt status as a 501(c)(3) charitable organization.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that Mike Sale and Shawn Mercy are authorized to register with the Office of the Attorney General (CA) Registry of Charities and Fundraisers.

RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved that any officer of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to: (i) execute such documents and instruments; (ii) make and effect all such filings, applications and registrations; and (iii) take such actions as they may deem necessary or desirable to carry out the purposes and intents of the foregoing resolutions; and

RESOLVED FURTHER, that all acts and things heretofore done by any such officers, or by the initial directors, or by the incorporator, or by any other agents of the Corporation, on or prior to

the date hereof, in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts on behalf of the Corporation.

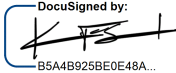
RESOLVED: Upon motion duly moved by the Chair, seconded and unanimously carried it was resolved to adjourn the meeting at 8:09pm.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the SAN FRANCISCO DISC GOLF CLUB, a California nonprofit public benefit corporation; and that these minutes, consisting of four (4) pages are the minutes of the first meeting of the Board of Directors held on November 21, 2024

Name: Kevin Smeds

Signature:  B5A4B925BE0E48A...

Date: 12/18/2024