



Seaside Housing Collaborative

Board of Directors Meeting

March 30, 2023 • 3:00pm • Council Chambers

440 Harcourt Avenue, Seaside, CA

<https://ci-seaside-ca-us.zoom.us/j/2599412685?pwd=QVNzRWRiZEVFbGtza084dXp1UjAxUT09>

Meeting Agenda

1. **CALL TO ORDER**

2. **ROLL CALL – ESTABLISHMENT OF QUORUM**

Ian N. Oglesby
Brenda Thomas
Jaime M. Fontes
Reginald Garnett
Anthony Fyre

Chair (ex-officio)
Vice-Chair
Board Member (ex-officio)
Board Member
Board Member

3. **REVIEW OF AGENDA**

4. **PUBLIC COMMENT**

5. **CONSENT AGENDA**

A. **APPROVE MINUTES FROM FEBRUARY 23, 2023**

B. **ACCEPT THE RESIGNATION OF RITA BURKS**

6. **NEW BUSINESS ITEMS**

A. **REMOVE ANTHONY FYRE FROM THE BOARD OF DIRECTORS**

B. **APPROVE APPOINTMENT OF MITCHEL WINICK TO BOARD OF DIRECTORS**

C. **APPROVE OATH OF OFFICE AND CODE OF CONDUCT**

D. **REVIEW AND ADOPT SEASIDE HOUSING COLLABORATIVE BYLAWS**

E. **ADOPT CONFLICT OF INTEREST POLICY**

F. **ADOPT RECORDS RETENTION POLICY**

7. **PRESENTATIONS**

A. HOUSING 101 (ALEXIA RAPOPORT & MANNY GONZALES)

8. STAFF REPORTS

A. DISCUSS OPTIONS FOR MONTHLY MEETING DATES, TIMES, AND LOCATIONS

B. FUTURE AGENDA ITEMS

- Organizational Structure & Staffing
- Finance Presentation
- Water Presentation

9. BOARD MEMBER COMMENTS

10. ADJOURNMENT

Next Regularly Scheduled Meeting:

TBD

Members of the community are welcome and invited to attend all board meetings. Public comment is restricted to the beginning of the meeting, but community members are invited to stay for all open sessions of the meeting.

This body conducts business under the meeting requirements of the Ralph M. Brown Act.

MEETING AGENDA & RELATED MATERIALS

Agendas for regular board meetings as defined by the Brown Act will be posted at the meeting site and the Collaborative's website, if applicable, 72 hours prior to the start of the meeting. Agendas for special meetings as defined by the Brown Act will be posted at the meeting site and the Collaborative's website, if applicable, 24 hours prior to the start of the meeting. Materials relating to an agenda topic that is a matter of public record in open session, will be made available for public inspection 72 hours prior to the start of the regular meeting, or, alternatively, when the materials are distributed to at least a majority of board members.

THE ORDER OF BUSINESS MAY BE CHANGED WITHOUT NOTICE

Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.

REASONABLE LIMITATIONS MAY BE PLACED ON PUBLIC TESTIMONY

The Collaborative's presiding officer reserves the right to impose reasonable time limits on public testimony to ensure that the agenda is completed.

REASONABLE ACCOMMODATION WILL BE PROVIDED FOR ANY INDIVIDUAL WITH A DISABILITY

Pursuant to the *Rehabilitation Act of 1973* and the *Americans with Disabilities Act of 1990*, any individual with a disability who requires reasonable accommodation to attend or participate in this meeting may request assistance by contacting the board's Secretary at 440 Harcourt Avenue, Seaside, CA 93955 or at (831) 899-6891.

FOR MORE INFORMATION

For more information concerning this agenda or for materials relating to this meeting, please call (831) 899-6891.



Seaside Housing Collaborative

Board of Directors Meeting

February 23, 2023 • 3:30pm • Council Chambers

440 Harcourt Avenue, Seaside, CA

Draft Minutes

1. **CALL TO ORDER**

2. **ROLL CALL – ESTABLISHMENT OF QUORUM**

Board Members:

Present: Thomas, Garnett, Oglesby, Fontes

Absent: Frye, Burks

City Staff:

Sheri Damon, City Attorney

Alexia Garcia, Housing Program Manager

Manny Gonzalez, Housing Consultant

Dominique Davis, City Clerk

Kanisha Davis, Legal Assistant

3. **WELCOME AND INTRODUCTION**

Board Member Oglesby invited the Board Members and staff to provide a brief introduction and background for themselves.

4. **SEASIDE HOUSING COLLABORATIVE 101**

Seaside City Attorney, Sheri Damon, and Housing Program Manager, Alexia Garcia, provided presentations to the Board.

5. **ADMINISTRATIVE DECISIONS**

Mr. Gonzalez led the Board through establishing some administrative decisions.

Mr. Oglesby instructed that staff poll the Board members for availability for a regular meeting date and time.

Mr. Oglesby nominated himself as Chair, with no contest, the Board voted and unanimously voted Ian Oglesby as Chair.

Mr. Oglesby nominated Brenda Thomas as Vice-Chair, with no contest, the Board voted and unanimously voted Brenda Thomas as Vice-Chair.

City Manager Fontes nominated Legal Assistant Kanisha Davis as Board Secretary, with no contest, the Board voted unanimously to elect Kanisha Davis as Board Secretary.

City Manager Fontes nominated Assistant Finance Director, Jessica Riley as Board Treasurer, with no contest, the Board voted unanimously to elect Jessica Riley as Board Treasurer.

Mayor Oglesby assigned City Attorney Sheri Damon to serve as Board Counsel.

Mr. Oglesby reviewed possible candidates for Board Members –Gracie Rubio, Dean Whittick,

6. FUTURE AGENDA ITEMS

- Housing 101
- Staffing & Organizational Structure
- Water & Financing Overview
- Partnership Opportunities
- Potential Projects
- Housing Tour

9. BOARD MEMBER COMMENTS

Board Member Thomas advised the Board that they should consider taking the fair housing certification training.

10. ADJOURNMENT

Next Regularly Scheduled Meeting:

TBD

Respectfully submitted,

Kanisha D. Davis, Secretary

Ian N. Oglesby, Chair



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.: 5B

TO: Seaside Housing Collaborative Board of Directors
BY: Alexia Rapoport, City of Seaside, Housing Program Manager
DATE: March 30, 2023
SUBJECT: **RESIGNATION OF MS. RITA BURKS**

RECOMMENDATION

Receive report from Alexia Rapoport, City of Seaside Housing Program Manager. Vote to approve the resignation of Ms. Rita Burks from the Seaside Housing Collaborative Board of Directors.

BACKGROUND

On July 21, 2022, Ms. Rita Burks was appointed to serve on the Board of Directors for the Seaside Housing Collaborative.

Section 6.3 of the Seaside Housing Collaborative Bylaws provides that the Board of Directors will include two ex-officio members: the Mayor and City Manager of the City of Seaside. On December 15, 2022, Ms. Burks was appointed to the Seaside City Council and as such, is no longer eligible to serve on the Seaside Housing Collaborative Board of Directors. Ms. Burks has provided a resignation letter (Attachment 1).

ATTACHMENTS

None



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.: 6A

TO: Seaside Housing Collaborative Board of Directors
BY: Alexia Rapoport, City of Seaside, Housing Program Manager
DATE: March 30, 2023
SUBJECT: **REMOVAL OF MR. ANTHONY FYRE FROM THE BOARD**

RECOMMENDATION

Receive report from Alexia Rapoport, City of Seaside Housing Program Manager and vote to remove Mr. Anthony Fyre from the Seaside Housing Collaborative Board of Directors.

BACKGROUND

On July 21, 2022, Mr. Anthony Fyre was appointed to serve on the Board of Directors for the Seaside Housing Collaborative. Since the formation of the organization in 2021, the non-profit held its first Board of Directors meeting on February 23, 2023. Mr. Fyre was not in attendance and unable to be reached by City Staff. City Staff's subsequent attempts to make contact with Mr. Fyre have been unsuccessful. Staff recommends that the Board of Directors vote to remove Mr. Fyre from the Board of Directors.

ATTACHMENTS

None



HOUSING COLLABORATIVE APPLICATION

FIRST NAME	Mitchel	STREET	100 Col Durham St		
LAST NAME	Winick	CITY	Seaside		
E-MAIL	mwinick@montereylaw.edu		STATE	CA	ZIP 93955
PHONE #	831-241-8999	WORK #	same	ALT #	

IS YOUR MAILING ADDRESS THE SAME AS YOUR HOME ADDRESS: ☐ YES ☒ NO

IF YOU ANSWERED NO, PLEASE FILL OUT BELOW, OTHERWISE SKIP TO NEXT SECTION

STREET	25749 Morse Dr	CITY	Carmel
STATE	CA	ZIP	93923

WORK EXPERIENCE

CURRENT EMPLOYER	Monterey College of Law		
YEARS IN CURRENT POSITION	17	JOB TITLE	President, Dean, and CEO

BRIEF DESCRIPTION OF DUTIES:

President, Dean, and CEO of a unique 501(c)3 non-profit California accredited law school system that includes Monterey College of Law, San Luis Obispo College of Law, Kern County College of Law, and Empire College of Law. Responsible for oversight of the administrative, financial, and academic programs.

OTHER EMPLOYMENT HISTORY:

Executive Director / Education Director, Texas Center for Legal Ethics and Professionalism, Austin, Texas (1995-2006); Director of Strategic Planning and Business Development, Jenkins & Gilchrist, L.L.P. (1992-1993) and Gardere & Wynne, L.L.P. (1990-1992), Dallas, Texas; Management Consultant - Winick Consulting (1994-1995), Winick & Associates, Inc. (1981-1984, 1985-1989), and LWFw, Inc. (1977-1979), Houston, Texas; Assistant Attorney General of Texas, Austin, Texas (1980-1981).

EDUCATIONAL BACKGROUND

(INCLUDE ANY RELEVANT TECHNICAL TRAINING)

1979 Licensed State Bar of Texas Austin, TX
1978 Doctor of Jurisprudence, University of Houston Law Center, Houston, TX
1976 Bachelor of Arts, University of the Pacific, Stockton, CA

COMMUNITY SERVICES EXPERIENCE

LIST ANY BOARDS YOU ARE CURRENTLY SERVING ON: (LIST ANY DUTIES OF THE BOARD(S) YOU ARE SERVING ON AS WELL AS ANY POSITIONS YOU HOLD ON THE BOARD(S))

Natividad Medical Center Board of Directors — Chair (2017-2019), Member (2014-present)

LIST ANY BOARDS YOU HAVE SERVED ON IN THE PAST:

Access Monterey Board of Directors (2015-2016); City of Monterey Redevelopment Agency Oversight Board, Vice-Chair (2012-2013), Member (2012-2014); ACTION Council of Monterey County Board of Directors, President (2008-2010), Member (2006-2012); Girls Inc. of the Central Coast Board of Directors(2008-2010)

LIST YOUR VOLUNTEER EXPERIENCE:

Panetta Institute of Public Policy, Higher Education Advisory Council (2010 to 2019); Monterey County Business Council, Co-Chair Higher Education Advisory Council (2013-2014), Member Higher Education Advisory Council (2006 to 2019); Leadership Monterey Peninsula, Advisory Board (2006-2014), LMP Graduate (2006); Monterey County Pathways to Safety Committee (2007)

LIST ANY COMMUNITY ORGANIZATIONS TO WHICH YOU BELONG:

QUESTIONS

1. Please describe any experience, background, and/or special ability or knowledge that you feel makes you especially suited to serve on the City's Housing Collaborative.

As an attorney who has served at both the board of director and executive level for a number of 501 (c)3 nonprofit organizations, I hope to be able to assist the new non-profit Housing Collaborative in both the administration and performance of its public mission. I have also been involved informally in a number of discussions and public meetings regarding issues and strategies related to County-wide housing and homeless challenges and would look forward to working with the City on effectively meeting these challenges.

Prior to serving in legal education, I also served for more than a decade as a management consultant in the areas of real estate development and community market research and may be able to assist in discussions related to these efforts as well.

2. Why are you interested in serving on this board?

Housing, health care, and education are three of the pillars of effective community development. I have had the opportunity to be involved in health care and education through my other community engagement and would look forward to being able to assist in addressing the housing challenges that are equally important to our region.

3. Do you have any personal or business interest that could create a conflict (either real or perceived) if appointed? If yes, please explain conflict:

NO

4. Are you a staff member of an organization that may request or receive financial support from this funding source over the next three years?

☐ YES ☒ NO

5. All directors serve a term of three years. At this time, do you foresee yourself being able to serve the entire term?

☒ YES ☐ NO

OTHER

HAVE YOU EVER BEEN CONVICTED OF A FELONY: ☐ YES ☒ NO GENDER: Male

ETHNICITY: ☐ AMERICAN INDIAN OR ALASKA NATIVE ☐ ASIAN ☐ BLACK OR AFRICAN AMERICAN
☐ NATIVE HAWAIIAN OR OTHER PACIFIC ISLANDER ☐ HISPANIC OR LATINO ☒ WHITE



THANK YOU FOR FILLING OUT THIS APPLICATION!
SOMEONE FROM THE CITY WILL BE IN TOUCH WITH YOU SOON.



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.:6.C.

TO: Seaside Housing Collaborative Board of Directors
FROM: Kanisha Davis, Secretary
DATE: March 30, 2023
SUBJECT: **OATH OF OFFICE AND CODE OF CONDUCT**

RECOMMENDATION

Accept report and adopt Oath of Office and Code of Conduct.

BACKGROUND

The Board of Directors of the Seaside Housing Collaborative ("Board") has the primary responsibility for managing and directing the business and affairs of Seaside Housing Collaborative in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the Collaborative.

State laws and the Association's governing documents empower the Board to propose and promulgate rules, regulations, and policies to guide the Board regarding issues of common concern to the Board.

The Collaborative wishes to ensure that the persons serving on the Board maintain a high standard of ethical conduct in the performance of the Collaborative's business and the discharge of their fiduciary duties to the Collaborative by adopting the Oath of Office and Code of Conduct.

ATTACHMENTS

1. Draft Resolution
 2. Oath of Office and Code of Conduct
-

A RESOLUTION OF THE BOARD OF DIRECTORS AT SEASIDE HOUSING COLLABORATIVE

ADOPTING THE OATH OF OFFICE AND CODE OF CONDUCT

At a meeting of the Board of Directors of Seaside Housing Collaborative, held at 440 Harcourt Avenue, Seaside, CA 93955 on March 30, 2023.

WHEREAS, the Board of Directors of the Seaside Housing Collaborative ("Board") has the primary responsibility for managing and directing the business and affairs of Seaside Housing Collaborative in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the Collaborative; and

WHEREAS, state laws and the Collaborative's governing documents empower the Board to propose and promulgate rules, regulations, and policies to guide the Board regarding issues of common concern to the Board; and

WHEREAS, the Board wishes to ensure that the persons serving on the Board maintain a high standard of ethical conduct in the performance of the Collaborative's business and the discharge of their fiduciary duties to the Collaborative.

NOW, THEREFORE, BE IT RESOLVED, that the Board has adopted the attached Oath of Office and Code of Conduct for its directors. This Oath of Office and Code of Conduct is intended to provide guidance on ethical issues as well as mechanisms that are available to the Association for addressing unethical conduct by directors and/or conduct that is in violation of specific restrictions or mandates imposed by this Code of Conduct or by applicable laws relating to the proper discharge of duties by the directors of Seaside Housing Collaborative.

Signatures

_____	Chair	_____
Ian N. Oglesby		Date

_____	Board Secretary	_____
Kanisha D. Davis		Date

CERTIFICATE OF RESOLUTION

I, a duly elected and qualified representative of Seaside Housing Collaborative, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Board of Directors on March 30, 2023.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

_____	Board Secretary	_____
Kanisha D. Davis		Date



Seaside Housing Collaborative

Oath of Office and Code of Conduct

All Officers and Directors will sign this document at the beginning of their term of office. This document will be kept on file, and maintained for at least one (1) year following the completion of term of office. Any violation of this Oath of Office and Code of Conduct should be reported to the Board in writing.

As a member of the Board of Directors, I swear to uphold the Oath of Office as follows:

- Exercise powers of the office and fulfill responsibilities in good faith and best interests of the Collaborative;
- Exercise these responsibilities with due diligence, care and skill in a prudent manner;
- Respect and support the Collaborative's bylaws, policies, code of conduct and decisions of the Board and membership;
- Keep confidential all information learned about donors, grantees, personnel or any other matters specifically determined by a board motion to be matters of confidence, including matters dealt with during in-camera meetings of the Board; and,
- Conduct self in the spirit of collegiality and respect for the collective decisions of the Board immediately declare any personal (real or perceived) conflict of interest that may come to my attention.

As a member of the Board of Directors, I commit to conducting myself in a manner that models the high standards of accountability incumbent upon the board members of Seaside Housing Collaborative by:

- Supporting the objectives of the Collaborative;
- Serving the overall best interests of the Collaborative rather than any particular constituency;
- Bringing credibility and goodwill of the Collaborative;
- Respecting the principles of fair play and due process;
- Demonstrating respect for individuals in all areas related to cultural, diversity, linguistic and life circumstances;
- Giving respect and fair consideration to opposing views;
- Demonstrating due diligence and dedication in preparation and attendance at meetings, special events and in all activities on behalf of the Collaborative;
- Ensuring that the financial affairs of the Collaborative are conducted in a responsible and transparent manner with due regard for my fiduciary responsibilities and public trusteeship;
- Avoiding real and perceived conflict of interest;
- Conforming with the bylaws and policies approved by the Board;
- Publicly demonstrates acceptance, respect, and support for decisions legitimately taken in transaction of the Collaborative's business.

Furthermore, as a member of the Board of Directors, I will not:

- Criticize fellow Board Members, or their opinions, outside of the Board Room;
- Use the organization, or my position, for my personal advantage or that of my friends, relatives or associates;
- Discuss the confidential proceedings of the Board outside of the Board Room;
- Promise how I will vote on an issue before hearing the discussion and becoming fully informed on issues;
- Interfere with the duties of staff, or undermine the authority of the employee's ability to perform his/her duties, except as provided in the terms of reference for any standing committee on which I serve; and,
- Speak for, or on behalf of, the organization unless specifically authorized to do so, and this includes making statements on social media.

Date: _____

Print Full Name: _____

Term of Office: 3 Years

Signature: _____

Position: Board Director



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.:6.D.

TO: Seaside Housing Collaborative Board of Directors
FROM: Sheri L. Damon, Board Counsel
DATE: 3/30/2023
SUBJECT: BYLAWS

RECOMMENDATION

Accept Report and adopt Initial Seaside Housing Collaborative Bylaws by Resolution

BACKGROUND

The current Seaside Housing Collaborative bylaws were initially adopted by the City Council at its meeting of October 7, 2021 and amended at its November 1, 2021 meeting.

The Bylaws currently provide for the basic operations of the Collaborative: the name of the corporation, the offices, the powers and duties of the Directors and the Officers, and filling vacancies of office. The Bylaws also establish the maintenance and inspection of the Articles and Bylaws, the keeping of corporate records, loans to directors, indemnification, and insurance. Finally, the miscellaneous section outlines how documents should be executed, the Fiscal Year (July 1 through June 30) and how to amend the Bylaws.

The Bylaws allow for amendment by the Board of Directors, however, any changes which are inconsistent with the Articles of Incorporation require approval by the City Council in order to be effective. The Articles of Incorporation, primarily, limit changing the purpose and activity provisions and the composition of the Board members for the Collaborative.

At this time, there are no amendments recommended to the Bylaws by Agency Counsel.

ATTACHMENTS

1. Draft Resolution
 2. Seaside Housing Collaborative Bylaws
-

A RESOLUTION OF THE BOARD OF DIRECTORS AT SEASIDE HOUSING COLLABORATIVE

ADOPTING THE SEASIDE HOUSING COLLABORATIVE BYLAWS

At a meeting of the Board of Directors of Seaside Housing Collaborative, held at 440 Harcourt Avenue, Seaside, CA 93955 on March 30, 2023.

WHEREAS, the current Seaside Housing Collaborative bylaws were initially adopted by the City Council at its meeting of October 7, 2021 and amended at its November 1, 2021 meeting.; and

WHEREAS, the Bylaws currently provide for the basic operations of the Collaborative: the name of the corporation, the offices, the powers and duties of the Directors and the Officers, and filling vacancies of office. The Bylaws also establish the maintenance and inspection of the Articles and Bylaws, the keeping of corporate records, loans to directors, indemnification, and insurance. Finally, the miscellaneous section outlines how documents should be executed, the Fiscal Year (July 1 through June 30) and how to amend the Bylaws.

RESOLVED, that the Bylaws of Seaside Housing Collaborative, which was presented to the Directors for Consideration, is hereby adopted.

Signatures

_____	Chair	_____
Ian N. Oglesby		

Date

_____	Board Secretary	_____
Kanisha D. Davis		

Date

CERTIFICATE OF CORPORATE RESOLUTION

I, a duly elected and qualified representative of Seaside Housing Collaborative, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Board of Directors on March 30, 2023.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

Kanisha D. Davis

Board Secretary

Date

BYLAWS
OF
SEASIDE HOUSING COLLABORATIVE

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BYLAWS
of
SEASIDE HOUSING COLLABORATIVE
(a California Nonprofit Public Benefit Corporation)

As adopted on _____, 2021

ARTICLE 1. NAME

Section 1.1 Name of Corporation.

The name of the corporation is Seaside Housing Collaborative (the "Corporation").

ARTICLE 2. OFFICES

Section 2.1 Offices.

The principal office of the Corporation shall be located in the City of Seaside, California (the "City"). The Board of Directors of the Corporation (the "Board" or the "Board of Directors") may change the principal office from one location to another location within the City. Any change of this location shall be noted in the records of the Corporation, or this Section may be amended to state the new location.

Section 2.2 Other Offices.

The Board may at any time establish branch offices at any place where the Corporation is qualified to do business.

ARTICLE 3. OBJECTIVES AND PURPOSES

Section 3.1 Objectives and Purposes.

The purposes of the Corporation shall be those set forth in the Articles of Incorporation. The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public and charitable purposes described in the articles, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in the Articles of Incorporation.

ARTICLE 4. DEDICATION AND DISPOSITION OF ASSETS

Section 4.1 Property Dedicated to Charitable Purposes.

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer, or member of this Corporation or to the benefit of any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

Section 4.2 Distribution of Assets Upon Dissolution.

Upon the winding up and dissolution of this Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to the City, or a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE 5. MEMBERSHIP

Section 5.1 Membership.

The Corporation shall have no members.

ARTICLE 6. DIRECTORS

Section 6.1 Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law and any other applicable law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- (a) Appoint, elect, and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (b) Change the principal office or the principal business office in California from one location to another; and designate any place within or outside California for holding any meeting;
- (c) Adopt and use a corporate seal, and alter the form of the seal, if any;

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities;

(e) Seek charitable funding, grants, donations, and other sources available to tax-exempt organizations, on behalf of the Corporation in accordance with the Corporation's charitable purpose; and

(f) Construct, operate, maintain, improve, buy, sell, convey, assign, mortgage, or lease any real estate and personal property necessary and incident to the provision of housing for low and moderate income persons in accordance with the Corporation's charitable purpose.

Section 6.2 Number of Directors.

The authorized number of directors of the Board (each a "Director", and, collectively, the "Directors") shall be seven (7), each of whom shall be a natural person no less than eighteen (18) years of age. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6.3 Qualifications of Directors.

(a) City Ex Officio Directors. The mayor of the City (the "Mayor"), and the city manager of the City (the "City Manager"), or their designees shall each automatically serve on the Board as an ex officio Director. Each ex officio Director shall have full voting rights, and have all the rights, duties, and liabilities of any other Director. An ex officio Director's qualification to serve as a Board member shall be conditioned on holding the position of Mayor or City Manager. If an ex officio Director resigns or is removed from his or her position as Mayor or City Manager, then that Director's position on the Board shall immediately cease. The subsequent Mayor or City Manager, as applicable, shall automatically fill the ex officio Board vacancy upon his or her election or appointment as Mayor or City Manager, as applicable.

(b) Residents of the City. The remaining five (5) Directors shall each be either a resident of the City or have an expertise in an area determined necessary to the Board to accomplish its purposes, and each such Director's qualification to serve as a Board member shall be conditioned on continuing to reside within the City (as documented by the Director's permanent legal address) or continued expertise. No less than three (3) of the remaining five (5) Directors shall be residents of the City. If a Director no longer resides in the City, then that Director's position on the Board shall immediately cease.

(c) Restriction on Interested Directors. Not 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 either:

(1) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person compensated by the Corporation or any Director. However, any violation of the provisions of this subsection (b) of Section 6.3 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.4 Appointment and Term of Office of Directors.

(a) Initial Selection. The initial slate of Directors shall be prepared by the Mayor and the City Manager and presented to the City Council for approval and appointment..

(b) Subsequent Selection. Subsequent Directors shall be selected according to the following: (i) Each ex officio Director shall automatically serve on the Board immediately upon election as Mayor or appointment as City Manager, as applicable; and (ii) all other Directors shall be elected to the Board by the other Directors then in office.

(c) Term. All Directors shall serve for a term of three (3) years, or such longer time as permitted by law. A non-ex officio Director may not serve as a Director for more than two (2) consecutive terms. A Director shall be eligible for additional terms after a one-year absence from the Board following the expiration of the second consecutive term. The ex officio Directors are not subject to consecutive term limits.

Section 6.5 Compensation and Reimbursement of Directors.

Directors shall not receive any compensation for services rendered to the Corporation as Directors. Directors may receive reimbursement for reasonable expenses incurred in the performance of their duties, as authorized by resolution of the Board.

Section 6.6 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist upon the occurrence of any of the following: (1) the death, resignation, or removal of any Director; (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a court order or convicted of a felony or has been found by final order or judgment of any court to have breached a fiduciary duty under the California Nonprofit Corporation Law; (3) the increase in the authorized number of Directors; or (4) resignation or removal of any Director as the Mayor or City Manager (such vacancy shall be deemed effective upon the date of such resignation or removal as Mayor or City Manager).

(b) Resignations. Except as provided in this paragraph, any Director (other than the ex officio Directors) may resign, which resignation shall be effective on giving written notice to the Chairperson of the Board, or the Secretary, as described in Article 9, unless the notice specifies a later time for the resignation to become effective. If no later time for resignation is specified by the resigning Director, and the resignation is effective upon giving notice, the remaining Directors may immediately elect a replacement Director to fill the vacancy. If the Director's resignation is effective at a later time, the remaining Directors (excluding the resigning Director) may elect a successor to take office as of the effective date of the resignation.

Except upon notice to the Attorney General, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. An ex officio Director may only resign from the Board in conjunction with resignation as Mayor or City Manager.

(c) Removal. If a member of the Board fails to attend three (3) consecutive regular meetings of the Board in a twelve (12) month period, that Director's office may be declared vacant by the Board at the next meeting and that vacancy filled as provided for in subsection (e) of this Section. Directors may also be removed without cause by a vote of the majority of the Board at a regular meeting, or a special meeting held for that purpose. Notwithstanding the foregoing, in no event shall this subsection apply to an ex officio Director and an ex officio Director may not be removed from the Board pursuant to this subsection.

(d) No Removal via Reduction of Number of Directors. No reduction of the authorized number of Directors may have the effect of removing any Director before that Director's term of office expires.

(e) Filling of Vacancies. Vacancies on the Board shall be filled by the Directors then in office; provided, however, the appointment of an individual as the Mayor or City Manager, as applicable, by the City Council of the City shall automatically constitute appointment to the Board.

Section 6.7 Directors' Meetings.

(a) Place of Meetings. Meetings of the Board of Directors may be held at such time and place within the City as is specified in the notice. Notwithstanding the above provisions, a meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(b) Meetings by Conference Telephone or Other Telecommunications Equipment. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 12.4 of these Bylaws so long as all of the following apply:

(1) each Director participating in the meeting can communicate with all of the other Directors concurrently, and

(2) each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(c) Annual Meeting. Each calendar year the Board shall designate one of its meetings as the annual meeting at which it shall elect the Directors and officers of the Corporation.

(d) Regular Meetings. Other regular meetings of the Board shall be held monthly upon notice in accordance with these Bylaws and applicable law.

(e) Special Meetings. Special meetings of the Board may be called at any time by a majority of the Board or by the Chairperson. Special meetings shall be noticed in accordance with the requirements of the Ralph M. Brown Act, being Sections 54950 through 54961 of the Government Code of the State of California (the "Brown Act"), and the California Nonprofit Public Benefit Corporation Law.

(f) Notice. Notice of any meeting of the Board of Directors shall be given to all Directors at their residence or usual place of business either by first class mail deposited at least five (5) days in advance of the meeting or by notice delivered personally or by telephone including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Section 12.4 of these Bylaws, at least forty-eight (48) hours in advance of the meeting. The notice shall state the time of the meeting and the place, if other than the principal office of the Corporation. Notices of all meetings shall also be posted in accordance with the Brown Act.

(g) Quorum. A majority of the Directors then in office (but not fewer than two Directors or one-fifth of the authorized number of Directors, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (2) approval of certain transactions between corporations having common directorships; (3) creation of and appointments to committees of the Board; and (4) indemnification of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of any Director(s), so long as any action taken is approved by at least a majority of the quorum required for that meeting.

(h) Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(i) Notice of Adjournment. Subject to the Brown Act, notice of the time and place of holding any adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

(j) Ralph M. Brown Act. All regular and special meetings of the Board shall, in all respects, conform to provisions of the Brown Act; provided, however, failure to comply with such requirements, in and of itself, shall not modify or invalidate any corporate action. regular and special meetings of the board shall be called, noticed and held in accordance with the provisions of section 54956 of the Brown Act; provided, however, failure to comply with such requirements, in and of itself, shall not modify or invalidate any corporate action.

Section 6.8 Standard of Care.

(a) General. A Director shall perform the duties of a Director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation 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, in each case prepared or presented by:

(1) one or more officers or employees of this Corporation whom the Director believes to be reliable and competent as to the matters presented;

(2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(3) a committee upon which the Director does not serve that is composed exclusively of any combination of Directors or persons described in (1) or (2), as to matters within the committee's designated authority, provided that the Director believes such committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 10 below, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this Corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;

- (5) The expected total return from income and appreciation of investments;
- (6) This Corporation's other resources;
- (7) The needs of this Corporation to make distributions and to preserve capital; and
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this Corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this Corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this Corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

ARTICLE 7. COMMITTEES

Section 7.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors; to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the board, shall have all, or a portion, of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or any committee;
- (b) Amend or repeal the Articles of Incorporation or these Bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committees of the Board or appoint the members of any committee;
- (e) Approve any transaction: (1) to which the Corporation is a party and one or more Directors has a material financial interest; or (2) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one (1) or more of its Directors has a material financial interest.

Section 7.2 Meeting and Action of Committees.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate and ex-officio members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 7.3 Executive Committee.

Pursuant to Section 7.1, the Board may appoint three or more Directors, one of whom shall be the Chairperson of the Board to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.1. The minutes of the Executive Committee meetings shall be sent to each Director by the Secretary of the Corporation.

ARTICLE 8. OFFICERS

Section 8.1 Officers.

The Corporation shall have the following officers: Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as the Board may designate by resolution. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson. The Chairperson and Vice Chairperson must be Directors.

Section 8.2 Election of Officers.

The officers of the Corporation, except those appointed in accordance with the provisions of Section 8.3, shall be appointed by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under a contract of employment. The Board shall elect the officers at the annual meetings at which the officers' term expires, or upon the occurrence of a vacancy in any office.

Section 8.3 Subordinate Officers.

The Board of Directors may appoint, and may authorize the Chairperson or another officer to appoint, any other officers that the business or the Corporation may require, each of

whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board of Directors.

Section 8.4 Removal of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal has been conferred by the Board of Directors.

Section 8.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 8.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office, either at the annual meeting or after the occurrence of a vacancy.

Section 8.7 Responsibilities of Officers.

(a) Chairperson of the Board. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

(b) Vice Chairperson. The Vice Chairperson shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability.

(c) Secretary. The Secretary shall attend to the following:

(1) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a copy of the Corporation's articles and bylaws, a book of minutes of all meetings and actions of Directors or committees of Directors.

(2) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of any meetings of the Board of Directors required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(1) Books of Account. The Treasurer shall keep and maintain, or cause to be maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at any reasonable time. The Treasurer shall provide the Directors with such financial statements and reports as required by law, by these Bylaws or by the Board.

(2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chairperson of the Board, the Executive Director (if applicable), and Directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(3) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE 9. RECORDS AND REPORTS

Section 9.1 Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal executive office the original or a copy of the articles and these Bylaws as amended to date, which shall be open to inspection by the Director's at all reasonable times during office hours.

Section 9.2 Maintenance and Inspection of Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the account 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.

Section 9.3 Inspection by Directors.

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 Corporation, and those of each of its affiliated or subsidiary corporations. The inspection by a Director may be made in

person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.4 Annual Report and Statement.

The Corporation shall send an annual report and statement to its Directors, which set forth the information required by Sections 6321 and 6322 of the California Nonprofit Corporation Law.

ARTICLE 10. CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS.

Section 10.1 Contracts with Directors and Officers.

(a) No Director or officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or officers are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless:

(1) the material facts regarding such Director or officer's financial interest of such contract or transaction and/or regarding such common directorship, officership or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to any members of the Board prior to consideration by the Board of such contract or transaction;

(2) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s) or officer(s);

(3) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(4) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this section do not apply to any of the following:

(1) a transaction which is part of a public or charitable program of the Corporation if it is approved or authorized by the Corporation in good faith and without unjustified favoritism; and either (i) results in a benefit to one or more Directors or officers or their families because they are in the class of persons intended to be benefited by the public or charitable program of this Corporation; or (ii) the only benefit to the Director or officer from the transactions is a benefit to another corporation of which the Director or officer is also a director or officer (as opposed to a material financial interest benefiting the Director or officer personally); and

(2) a transaction, of which the interested Director or Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Section 10.2 Loans to Directors and Officers.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 Right to Indemnification.

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action or proceeding by reason of the fact that such person is or was an officer, Director or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, including attorneys' fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Nonprofit Public Benefit Corporation Law of the State of California and to the extent such person is not otherwise indemnified. For this purpose, the Board may, and on request of any such person shall, be required to determine in each case whether or not the applicable standards of conduct under California law have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or stockholders or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.2 Insurance.

This Corporation shall have the right to purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by the Director, officer, employee or agent in any such capacity or arising out of the Director, officer, employee or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 11.1, except that no insurance shall be maintained to indemnify any Director, officer, employee, or agent in connection with any violation of Section 5233 of the California Nonprofit Corporation Law.

ARTICLE 12. MISCELLANEOUS

Section 12.1 Execution of Instruments.

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount; provided, however, where the contract is for less than One Hundred Thousand Dollars (\$100,000), the Chairperson, or the Treasurer, each acting alone, may authorize the contract on behalf of the Corporation.

Section 12.2 Fiscal Year.

The fiscal year of the Corporation shall be from July 1 through June 30.

Section 12.3 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible: (1) the remainder of these Bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Section 12.4 Electronic Transmissions.

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 12.5 Amendment by Directors.

New bylaws may be adopted, amended, or repealed by the Board of Directors at any meeting of the Board called for that purpose, provided that any amendment is consistent with the Articles of Incorporation, otherwise, any proposed amendment will not be effective until approved by the City Council.

ARTICLE 13.NO DISCRIMINATION.

Section _13.1. No Discrimination.

There shall be no discrimination by the Corporation in the selection of its governing board, in the employment of personnel, or in the administration of the corporation's programming because of race, color, religion, national origin, sex, age, sexual orientation, or handicapped status in violation of existing state or federal law or regulations.

ARTICLE 14. EMERGENCY BYLAWS

Section 14.1 Definition.

For the purposes of this Article, the term "Emergency" will mean any of the following events or circumstances as a result of which a quorum of the Board cannot be readily convened for action:

(a) A natural, manmade, chemical, or biological catastrophe, including, but not limited to, a pandemic, epidemic, local public health emergency, unhealthy air quality, extreme heat, nuclear disaster, hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.

(b) An attack of foreign or domestic origin on a locality within the State of California or the United States of America, or a receipt by local, state, or federal government of a warning indicating that a foreign or domestic attack is probable or imminent.

(c) An act of foreign or domestic terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.

(d) A state of emergency proclaimed by a governor of a state in which one or more Directors reside or by the President of the United States.

Section 14.2 Purpose.

The provisions under this Article describe the actions the Board may take to manage and conduct the ordinary business affairs of the Corporation during an Emergency.

Section 14.3 Effectiveness of Emergency Bylaws.

In the event of an Emergency, the provisions of this Article will become and remain effective until the termination of the Emergency. All provisions of these Bylaws consistent with this Article will remain effective during the Emergency.

Section 14.4 Board Actions.

In furtherance of the purpose described in Section 3.1, the Board may:

(a) In the event of an Emergency, as necessary to conduct the Corporation's ordinary business operations and affairs:

(1) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the Emergency.

(2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the Officers to do so.

(b) During an Emergency, as necessary to conduct the Corporation's ordinary business operations and affairs:

(1) Give notice in any practicable manner under the circumstances, including, but not limited to, by publication, radio, or social media post to any Director when notice of a meeting cannot be given to that Director in the manner described in Article 6

(2) Deem that one or more Officers of the Corporation present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum for that meeting. If quorum is not achieved, including all Officers present, those present at the meeting will be a quorum.

Section 14.5 Prohibited Actions.

In the event of an Emergency, the Board may not take any action that, in accordance with these Bylaws, requires a vote by a majority of all Directors then in office unless the Chairperson deems that action is necessary to manage and conduct the business affairs of the Corporation during the Emergency.

Section 14.6 Actions Taken During an Emergency.

Any action that does not constitute willful misconduct or gross negligence taken in good faith in accordance with this Article binds the Corporation and may not be used to impose liability on a Director, Officer, employee, or agent of the Corporation.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Seaside Housing Collaborative, a California nonprofit public benefit corporation, and the above Bylaws, consisting of sixteen (16) pages, are these Bylaws of this corporation.

Date: _____

Executed at Seaside, California.

By: _____

Name: _____

Its: Secretary



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.:6.E.

TO: Seaside Housing Collaborative Board of Directors
FROM: Kanisha Davis, Secretary
DATE: March 30, 2023
SUBJECT: **CONFLICT OF INTEREST POLICY**

RECOMMENDATION

Accept report and adopt the Conflict of Interest Policy.

BACKGROUND

The Internal Revenue Service believes that a charity that has clearly articulated purposes that describe its mission, a knowledgeable and committed governing body and management team, and sound management practices is more likely to operate effectively and consistent with tax law requirements.

The tax law generally does not mandate particular management structures, operational policies, or administrative practices, it is important that each charity be thoughtful about the governance practices that are most appropriate for that charity in assuring sound operations and compliance with the tax law.

The Conflict of Interest policy was drafted to satisfy the Internal Revenue Service recommendation.

ATTACHMENTS

1. Draft Resolution
 2. Conflict of interest Policy
-

A RESOLUTION OF THE BOARD OF DIRECTORS AT SEASIDE HOUSING COLLABORATIVE

ADOPTING THE CONFLICT OF INTEREST POLICY

At a meeting of the Board of Directors of Seaside Housing Collaborative, held at 440 Harcourt Avenue, Seaside, CA 93955 on March 30, 2023.

WHEREAS, the Board of Directors of the Seaside Housing Collaborative ("Board") has the primary responsibility for managing and directing the business and affairs of Seaside Housing Collaborative in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the Collaborative; and

WHEREAS, the Internal Revenue Service believes that a charity that has clearly articulated purposes that describe its mission, a knowledgeable and committed governing body and management team, and sound management practices is more likely to operate effectively and consistent with tax law requirements; and

WHEREAS, the Conflict of Interest policy was drafted to satisfy the Internal Revenue Service's policy recommendation.

RESOLVED, that the Conflict of Interest Policy, which was presented to the Directors for Consideration, is hereby adopted.

Signatures

_____	Chair	_____
Ian N. Oglesby		

Date

_____	Board Secretary	_____
Kanisha D. Davis		

Date

CERTIFICATE OF RESOLUTION

I, a duly elected and qualified representative of Seaside Housing Collaborative, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Board of Directors on March 30, 2023.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

_____	Board Secretary	_____
Kanisha D. Davis		Date

SEASIDE HOUSING COLLABORATIVE CONFLICT OF INTEREST & GIFT POLICY

Article I: Purpose

The purpose of this conflict of interest policy is to establish the procedures applicable to the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by Seaside Housing Collaborative where an Interested Person (defined below) may have a Financial Interest (defined below) in or Fiduciary Responsibility (as defined below) towards an individual or entity with which Seaside Housing Collaborative is negotiating a transaction or arrangement. The determination that a conflict of interest exists does not prohibit Seaside Housing Collaborative from entering into the proposed transaction or arrangement provided that the procedures set forth in Article III below are followed. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below (“Financial Interest”); or (b) a fiduciary responsibility to another organization, as defined below (“Fiduciary Responsibility”), is an interested person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse, children and stepchildren, and other relatives living with such person):

- A. an ownership or investment interest in any entity with which Seaside Housing Collaborative has a transaction or arrangement (including but not limited to grants); or
- B. a compensation arrangement with Seaside Housing Collaborative or with any entity or individual with which Seaside Housing Collaborative has a transaction or arrangement (including but not limited to grants);
- C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Seaside Housing Collaborative is negotiating a transaction or arrangement (including but not limited to grants); or
- D. other than an arm's-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and Seaside Housing Collaborative related activities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are

substantial in nature. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches" or reasonable entertainment consistent with local social or business customs.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

3. Fiduciary Responsibility

A person has a Fiduciary Responsibility towards an organization or individual if he or she:

- A. occupies a position of special confidence towards such organization or individual;
- B. holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
- C. has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the organization.

A Fiduciary Responsibility is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Fiduciary Responsibility may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her Financial Interest or Fiduciary Responsibility and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Fiduciary Responsibility and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a factual presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and

the vote on, the transaction or arrangement that results in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the interested person should not be counted in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.

- b. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether Seaside Housing Collaborative can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote (or other voting requirement, as provided in the Bylaws of Seaside Housing Collaborative of the disinterested directors whether the transaction or arrangement is in Seaside Housing Collaborative interest and for its own benefit and whether the transaction is fair and reasonable to Seaside Housing Collaborative and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Article IV: Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a Financial Interest or a Fiduciary Responsibility in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Fiduciary Responsibility, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Compensation Committees

A voting member of any committee with board-delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Seaside Housing Collaborative for services is precluded from voting on matters pertaining to that member's compensation.

Article VI: Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- a. Affirms that such person has received and reviewed a copy of the conflict of interest policy and agreed to comply with its terms;
- b. Requires that such person disclose any Financial Interest in or Fiduciary Responsibility towards any entity such person believes may enter into a proposed transaction with Seaside Housing Collaborative in the upcoming year.

Article VII: Periodic Reviews

To ensure that Seaside Housing Collaborative operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether any grants are made to disqualified persons, or otherwise result in an excess benefit transaction.
- c. Whether arrangements with other organizations conform to Seaside Housing Collaborative's applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further Seaside Housing Collaborative's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, Seaside Housing Collaborative may, but need not, use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted. If any conflicts arise, or you have any questions regarding this policy, please contact Agency Counsel, Sheri L. Damon.

SEASIDE HOUSING COLLABORATIVE CONFLICT OF INTEREST DISCLOSURE STATEMENT

Preliminary note: In order to be more comprehensive, this statement of disclosure / questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed “affiliated persons” and include the following:

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

QUESTIONS:

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY:

- a. _____ board of directors
- b. _____ executive committee
- c. _____ officer
- d. _____ committee member
- e. _____ staff (position): _____

3. Have you or any of your affiliated persons provided services or property to Seaside Housing Collaborative in the past year?

_____ YES _____ NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from Seaside Housing Collaborative in the past year?

_____ YES _____ NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which Seaside Housing Collaborative was or is a party?

____ YES ____ NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to Seaside Housing Collaborative at any time in the past year (other than travel advances or the like)?

____ YES ____ NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from Seaside Housing Collaborative or as a result of your relationship with Seaside Housing Collaborative, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to Seaside Housing Collaborative?

____ YES ____ NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving Seaside Housing Collaborative?

_____ YES _____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by Seaside Housing Collaborative's board in accordance with the terms and intent of Seaside Housing Collaborative's conflict of interest policy?

_____ YES _____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HERBY CONFIRM, that I have read and understand Seaside Housing Collaborative's Conflict of Interest Policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the Board Chairperson and Board Secretary immediately.

Signature

Date

Printed Name

SEASIDE HOUSING COLLABORATIVE GIFT POLICY AND DISCLOSURE FORM

As part of its conflict of interest policy, Seaside Housing Collaborative requires that directors, officers, and employees decline to accept certain gifts, consideration, or remuneration from individuals or companies that seek to do business with Seaside Housing Collaborative or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

Section 1.

“Responsible Person” is any person serving as an officer, employee, or a member of the board of directors of Seaside Housing Collaborative.

Section 2.

“Family Member” is a spouse, domestic partner, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.

Section 3.

“Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to Seaside Housing Collaborative is not a “contract” or “transaction.”

Section 4.

Prohibited gifts, gratuities, and entertainment. Except as approved by the Chairman of the Board or his designee or for gifts of a value less than \$50 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:

1. Does or seeks to do business with Seaside Housing Collaborative or,
2. Does or seeks to compete with Seaside Housing Collaborative or,
3. Has received, is receiving, or is seeking to receive a Contract or Transaction with Seaside Housing Collaborative.

GIFT STATEMENT

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment, or other favors from any individual or entity, which would be prohibited by the above policy. Following my initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment or other favors during the preceding year.

Signature

Date

Printed Name



SEASIDE HOUSING COLLABORATIVE BOARD REPORT

Item No.:6.F.

TO: Seaside Housing Collaborative Board of Directors
FROM: Kanisha Davis, Board Secretary
DATE: March 30, 2023
SUBJECT: **RECORDS RETENTION POLICY**

RECOMMENDATION

Accept report and adopt the Records Retention Policy.

BACKGROUND

The Internal Revenue Service believes that a charity that has clearly articulated purposes that describe its mission, a knowledgeable and committed governing body and management team, and sound management practices is more likely to operate effectively and consistent with tax law requirements.

The tax law generally does not mandate particular management structures, operational policies, or administrative practices, it is important that each charity be thoughtful about the governance practices that are most appropriate for that charity in assuring sound operations and compliance with the tax law.

The Records Retention policy was drafted to satisfy the Internal Revenue Service's policy recommendation.

ATTACHMENTS

1. Draft Resolution
 2. Records Retention Policy
-

A RESOLUTION OF THE BOARD OF DIRECTORS AT SEASIDE HOUSING COLLABORATIVE

ADOPTING THE RECORDS RETENTION POLICY

At a meeting of the Board of Directors of Seaside Housing Collaborative, held at 440 Harcourt Avenue, Seaside, CA 93955 on March 30, 2023.

WHEREAS, the Board of Directors of the Seaside Housing Collaborative ("Board") has the primary responsibility for managing and directing the business and affairs of Seaside Housing Collaborative in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the Collaborative; and

WHEREAS, the Internal Revenue Service believes that a charity that has clearly articulated purposes that describe its mission, a knowledgeable and committed governing body and management team, and sound management practices is more likely to operate effectively and consistent with tax law requirements; and

WHEREAS, the Records Retention policy was drafted to satisfy the Internal Revenue Service's policy recommendation.

RESOLVED, that the Records Retention Policy, which was presented to the Directors for Consideration, is hereby adopted.

Signatures

_____	Chair	_____
Ian N. Oglesby		

Date

_____	Board Secretary	_____
Kanisha D. Davis		

Date

CERTIFICATE OF RESOLUTION

I, a duly elected and qualified representative of Seaside Housing Collaborative, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Board of Directors on March 30, 2023.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

_____	Board Secretary	_____
Kanisha D. Davis		Date

RECORDS MANAGEMENT AND RETENTION POLICY OF SEASIDE HOUSING COLLABORATIVE

ARTICLE I INTRODUCTION

Section 1. Seaside Housing Collaborative (“Corporation”) requires its directors, officers, employees, volunteers, agents, and other personnel (all such persons are referred to in this Policy as “Corporation personnel”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of this Records Management and Retention Policy (“Policy”) is to ensure that all Records (as defined in Section 3 of this Article) necessary for business and compliance reasons will be retained for a period of time that will reasonably assure their availability when needed, but for no period of time longer than reasonably necessary for the purposes for which the data was collected. This Policy is intended to support Corporation’s endeavors to comply with state, federal, and international laws governing the destruction of documents and records applicable to nonprofit and charitable organizations.

Section 2. It is the policy of Corporation to retain and manage all Records in accordance with uniform guidelines, practices, and procedures. All Corporation personnel shall manage, protect, and maintain all Records in accordance with the Records retention schedule (“Retention Schedule,” attached as Schedule 1) and this Policy.

Section 3. “Records” means all documents, files, or records created by any Corporation personnel while acting within the course and scope of his or her duties pertaining to Corporation business or operations, or copies of any of the foregoing, in any format or medium, including but not limited to: computer records, electronic mail (“e-mail”), voice mail messages, text messages, instant messages, handwritings, photographs, photocopies, or facsimiles, regardless of the manner in which the record has been stored. Specific categories and types of Records are contained in the Retention Schedule.

Section 4. All Records required to be retained to document Corporation’s legal compliance, or otherwise required by law, rule or regulation to be retained, shall be retained for the periods required by law as described in the Retention Schedule. All Records required to be retained due to pending or threatened litigation or investigation shall be retained for so long as the litigation or investigation is active, plus any additional tail period as may be provided for in this Policy and the Retention Schedule.

ARTICLE II SCOPE

Section 1. All Records pertaining to Corporation business maintained or created by any Corporation personnel, including any Records retained off Corporation property, are subject to the requirements of this Policy. The format of Records to be retained may vary, e.g., hard copy original, photocopy, facsimile, microfilm, microfiche, computer file, e-mail, computerized image. Regardless of the format selected, Records must be safeguarded and easily accessible.

In addition to paper Records, this Policy applies to all electronic Records, whether or not stored on Corporation-issued devices, including Records created or maintained by Corporation personnel remotely, such as on home personal computers, laptops, tablets, phones, other devices, back-up drives, or the internet on cloud platforms (e.g., Google Drive, Apple iCloud, Netflix, Yahoo Mail, Dropbox and Microsoft OneDrive).

Section 2. To the extent possible, the Record retention guidelines contained in this Policy should apply to all applicable Records created, maintained, stored, or otherwise in the possession of Corporation's third-party vendors.

ARTICLE III LEGAL HOLD

Section 1. Retention procedures will be suspended when a Record or group of Records are placed on legal hold ("Legal Hold"). A Legal Hold requires preservation of appropriate Records under special circumstances, such as litigation, government investigations, or consent decrees. In the event that Corporation's Board of Directors or management learns of any claim that could reasonably give rise to litigation or government investigation, Corporation shall consult with legal counsel as to the need for a Legal Hold. In such case, Corporation, in consultation with legal counsel, will determine and identify what Records are required to be placed under a Legal Hold.

Section 2. Corporation will notify individual Corporation personnel if a Legal Hold is placed on Records for which the individual is responsible. The individual is then required to locate, index, and protect the necessary Records. Any Record that is relevant to a Legal Hold must be retained and preserved. If the individual is unsure whether a Record is relevant to a Legal Hold, the individual should protect that Record until he or she receives clarification from his or her supervisor following Corporation's consultation with its legal counsel.

FAILURE TO COMPLY WITH A LEGAL HOLD MAY RESULT IN SIGNIFICANT RISK, EXPOSURE, OR LIABILITY TO CORPORATION.

Section 3. A Legal Hold remains effective until it is released in writing by Corporation after consultation with legal counsel. Following the final resolution of the relevant litigation, government investigation, or consent decree, Corporation will consult with legal counsel as to the release of the Legal Hold. After the individual receives written notice from Corporation, the individual may return all Records relevant to the Legal Hold to his or her normal retention procedures.

ARTICLE IV ADMINISTRATION

Section 1. This Policy is to be administered by the *[insert appropriate individual, department, or division]*. Questions regarding this Policy should be directed to the *[insert title]* of the applicable department, division, or business unit, or to *[insert title of individual responsible for overall administration of the Policy]*

Section 2. Guidelines for retention of Records are provided for in the Retention Schedule. Any changes to the Retention Schedule must be approved by the *[Records Management Committee]*. *[Insert optional language delegating to each corporate department the obligation to identify needed changes to the Retention Schedule].*

Section 3. All Records shall be created, maintained, and stored in a manner that complies with Corporation's Records storage, accessibility, and retrieval procedures as well as Corporation's privacy and data security policies and procedures.

Section 4. Records kept on-site should be destroyed in accordance with the Retention Schedule. Records that are sent off-site shall be labeled with a destruction date.

Each *[month]*, the **[insert title of individual responsible for overall administration of the Policy]** will review a list of all Records that have reached the destruction date, will confirm that the Records can be destroyed, and will decide whether any such Records are the subject of a Legal Hold to ensure Corporation's continued ability to produce Records for known investigations or litigation. [Corporation shall maintain a schedule of Records that have been approved for destruction and the dates that any Records are destroyed.]

If Corporation uses an outside vendor for storage and/or destruction of Records, after approval for destruction, the Records storage vendor shall shred or otherwise destroy the noted Records in the manner specified by Corporation and provide a certificate of destruction in accordance with this Policy. Confidential Records shall be destroyed only by secure means.

Destruction of electronic Records shall utilize a method to ensure the electronic Records are completely and securely destroyed and not retrievable from any storage media.

Section 5. The **[Records Management Committee]** shall meet **[periodically]** to review and, if necessary, update this Policy to comport with changed business practices and systems and new or amended laws or regulations. Any changes to this Policy must be approved in writing by Corporation's ***[Board of Directors OR Records Management Committee OR Executive Director]***. Changes will be distributed to relevant Corporation personnel.

Section 6. Failure to comply with this Policy may result in disciplinary action, up to and including termination of employment, volunteer, or board member status.

* * *

Adopted by the Board of Directors at its Meeting on_____.

RECORDS MANAGEMENT AND RETENTION POLICY

SCHEDULE 1: RETENTION SCHEDULE

ARTICLE I. INTRODUCTION

In accordance with Corporation's Records Management and Retention Policy ("Policy"), this Schedule 1 ("Retention Schedule") sets forth retention periods applicable to Records held by Corporation, wherever stored. To the extent that a Record is included in more than one category, the longer retention period shall apply. Records which are (i) not identified in the Retention Schedule, (ii) no longer needed for Corporation business or operations and (iii) not subject to a Legal Hold, should be promptly destroyed.¹

ARTICLE II. DEFINITIONS

Section 1. Active / Inactive Records. Records may be classified as either "Active" or "Inactive" Records.

- (a) "Active Records" are Records that are regularly referenced or required for current uses. A Record is considered Active if it meets at least one of the following criteria:
 - (1) There is a regulatory or statutory requirement to keep a Record;
 - (2) It would be advantageous to Corporation to be able to access a Record quickly;
 - (3) A Record will be needed for reference at a specific time in the future; or
 - (4) The custodian of the Record makes the determination that a Record may be retained as an Active Record.
- (b) "Inactive Records" are those Records that are no longer needed for current business. Inactive Records are those Records that need not be readily available but still must be retained for legal, fiscal, operational or historical purposes. Inactive Records may be archived at a remote location(s).

Section 2. "C + x": Refers to a retention period, in which "C" refers to the year of the Record's creation or acquisition, and "x" refers to the number of additional years the Record is to be kept after its creation or receipt. For example, a retention period indicated as *C + 3 years* means that a Record is to be kept for three years after the year of creation or acquisition.

Section 3. "A + x": Refers to a retention period, in which "A" refers to the year the Record's Active period expires (or when the Record becomes Inactive), and "x" refers to the number of additional years the Record is to be kept after the expiration of its Active period. For example, a retention period indicated as *A + 3 years* means that a Record is to be kept for three years after the year the Active period expires (i.e., three years after the Record becomes Inactive).

ARTICLE III. EXCEPTIONS

Section 1. Legal Hold. All Records required to be retained due to pending or threatened litigation or investigation shall be retained for so long as the litigation or investigation is active. (See Article III of the Policy, “Legal Hold”).

Section 2. Contractual Requirements. To the extent that contractual records retention requirements exceed the retention periods in this Retention Schedule or specify the retention of Records not listed in the Retention Schedule, the contractual requirements will control. No originals of Records related to open contracts and subject to contractual retention requirements may be destroyed without the approval of Corporation’s [insert title of the individual responsible for overall administration of the Policy], who will consult with other Corporation management personnel, as necessary.

ARTICLE IV. RETENTION SCHEDULE

FUNCTION	DESCRIPTION	RETENTION PERIOD	REFERENCE
PROGRAM OPERATIONS			
Purchasing / Procurement Contracts	Contracts evidencing or relating to Corporation’s purchasing of goods and services, and fulfillment of customer orders	A + 10 years	Business Reasons; Statute of Limitations
Purchasing / Procurement Records Other than Contracts	Records other than contracts evidencing Corporation’s purchasing of goods and services (e.g., vendor invoices, delivery receipts, receiving documents)	C + 10 years	Business Reasons; Statute of Limitations
Inventory Management	Records relating to inventory (e.g., inventory counts, back orders, returns, pick investigation forms, freight outbound and inbound)	C + 6 years	26 CFR 301.6501(e)-1 (IRS); 26 U.S.C. 6501(e) (6 years); Statute of Limitations
Shipping (non-contracts)	Records (not including contracts) relating to shipping services used by Corporation (e.g., invoices, shipping records, regarding Standard, Roadway, Yellow Freight, Fed Ex, UPS)	C + 3 years	Business Reasons
Bank Records	Records relating to Corporation’s ordinary banking activities (e.g., bank statements, bank reconciliations, bank deposits, cancelled checks, check listings / ledgers / registers, petty cash, wire transfers, electronic payment records)	C + 10 years	26 CFR 301.6501(e)-1 (IRS) (6 years); Statute of Limitations

FUNCTION	DESCRIPTION	RETENTION PERIOD	REFERENCE
ACCOUNTING AND FINANCE			
Financial Statements	Periodic Financial Statements (e.g., periodic audited and un-audited financial statements, including balance sheets, income statements and profit and loss statements, audit work papers)	Annual – Permanent Others – C + [10] years	Business Reasons; Statute of Limitations
Financial Planning	Records relating to financial planning and budgeting (e.g., financial forecasts, pro forma financial statements, budgets, business plans)	A + 3 years	Business Reasons
Accounting	Records relating to Corporation's current accounting functions (e.g., accounts payable invoices; accounts payable and receivable ledgers; general ledgers; charge offs; uncollectible accounts; travel, entertainment and expense reports, chart of accounts, trial balance, cost accounting, journals)	A + 10 years	26 CFR 301.6501 (IRS) (6 years)
Taxes	Records relating to income and other taxes paid by Corporation (e.g., work papers, returns, schedules, IRS forms, correspondence, IRS audit reports, internal audit work papers, depreciation schedules)	A + 7 years (A = the later of when return filed or return due date)	26 CFR 301.6501 (IRS) (6 years); 18 Cal. Code Reg. § 4901(i) (4 years)
Loans / Financing	Records relating to Corporation loans (e.g., bank loan documents and records, bond documents)	A + 10 years (A = Until loan paid in full)	Business Reasons; Statute of Limitations
CORPORATE RECORDS / GENERAL OPERATIONS			
Organizational / Corporate Governance Documents	Records relating to the formation, organization, governance and tax-exempt status of Corporation (e.g., Articles of Incorporation, Bylaws, Minutes of Board meetings, Minutes and reports of Board Committee meetings, Minutes of Member meetings, Organizational charts of affiliates and management personnel, Annual Member Reports, Resolutions / Records of Action taken by Members without Meeting, IRS determination letter recognizing tax-exempt status, application for recognition of tax-exempt status)	Permanent	Business Reasons; Statute of Limitations; Cal. Corp. Code §§ 6320

FUNCTION	DESCRIPTION	RETENTION PERIOD	REFERENCE
General Corporate Operations	Records relating to general operations of Corporation. (e.g., Qualification to do business, Corporate spending and authority matrices and delegations of authority, Written communications from the Chairman, President, CEO or Corporation to all or a group of members (if any), Contact information for officers and directors, Bi-Annual Statement of Information to Secretary of State, Annual Registration Form RRF-1 filed with Attorney General, Disaster Recovery, Business Continuation and Emergency Plans, Licenses and Certificates – Federal, State, Local)	A + 10 years	Business Reasons; Statute of Limitations
Contracts - General / Miscellaneous	All Agreements and Contracts not otherwise addressed in another category of this Retention Schedule (including letters, emails, etc. that constitute all or part of an agreement or which are important clarifications of an agreement)	A + 10 years	Business Reasons; Statute of Limitations
Corporate Policies	Corporation's written policies (e.g., Records Management and Retention, Acceptable Use of Technology, Email Disaster Recovery / Business Continuation, Emergency, IT Security, and Risk Management Plans)	A + 10 years	Business Reasons; Statute of Limitations
Agreements	Agreements and contracts relating to structure of Corporation (e.g., mergers and acquisitions, divestitures)	A + 10 years	Business Reasons; Statute of Limitations
Donor and Grant Records	Records relating to donations and grants (e.g., general donation records, grant proposals, grant agreements and modifications, grantee correspondence, grantee reports)	A + 10 years	Business Reasons; Statute of Limitations
Insurance Policies	Insurance policies insuring Corporation / Employees (e.g., Commercial general liability, other liability, professional errors & omissions, property damage / hazard, workers compensation)	A + 10 years (potentially permanent)	Business Reasons; Statute of Limitations

FUNCTION	DESCRIPTION	RETENTION ON PERIOD	REFERENCE
LEGAL			
Litigation Files	Files relating to litigation involving Corporation (e.g., investigations, pleadings, correspondence, research, invoices, settlement agreements)	A + 10 years	Business Reasons; Statute of Limitations
Claims (Litigation Not Filed)	Claims, threats, demand letters, etc. where litigation not filed	10 years after last correspondence or contact with claimant	Business Reasons; Statute of Limitations
Agreements	Contracts and agreements retained in the Legal Department	A + 10 years	Business Reasons; Statute of Limitations
Intellectual Property	Records relating to intellectual property of Corporation (e.g., copyright, trademark and patent applications and registrations, and related correspondence; license agreements)	Life of the intellectual property + 7 years	Business Reasons; Statute of Limitations
Government Filings subject to False Claims Act	Records relating to filings with US Government that could result in claims under the False Claims Act (e.g., requests for payment under government contracts or grants)	A + 10 years	31 U.S.C. 3731(b) (6 years); Statute of Limitations
FUNDRAISING MATERIALS / DEVELOPMENT DEPARTMENT RECORDS			
Advertising, Marketing and Public Relations Agreements	Contracts and agreements for advertising, marketing and public relations products and services (e.g., agreements with marketing and advertising firms, advertising contracts, directory advertising agreements, zip code coverage agreements)	A + 10 years	Business Reasons; Statute of Limitations
Advertising, Marketing and Public Relations Materials – Excluding Agreements	Materials (excluding contracts) relating to Corporation’s advertising, marketing and public relations activities (e.g., advertisements, marketing collateral, catalogs, brochures, advertising copy, marketing programs, mailing lists, speeches and presentations, product literature)	A + 10 years	Business Reasons; Statute of Limitations

FUNCTION	DESCRIPTION	RETENTION PERIOD	REFERENCE
FACILITIES MANAGEMENT			
Furniture, Fixtures and Equipment (Excluding Contracts)	Records relating to Corporation's furniture, fixtures and equipment (e.g., asset lists, inventory lists, replacement schedules, maintenance and repairs, IT infrastructure and architecture, telephone installation, fixed asset purchases)	C + 7 years	26 CFR 301.6501 (IRS) (6 years)
Furniture, Fixtures and Equipment – Contracts	Contracts and agreements relating to Corporation's furniture, fixtures and equipment (e.g., purchase, leasing and acquisition contracts; repair and maintenance contracts; warranty contracts; computer hardware and software licenses)	A + 10 years	Business Reasons; Statute of Limitations
Information Technology	Records relating to Corporation's information technology systems (e.g., software licenses; equipment purchase agreements; support, maintenance and warranty agreements; software inventories and audits; equipment inventories; IT policies)	A + 10 years	Business Reasons; Statute of Limitations
Property Tax Records	Records relating to real estate and personal property taxes paid by Corporation	A + 7 years	Business Reasons; Statute of Limitations
Property Acquisition / Ownership	Records relating to acquisition and ownership of property (e.g., deeds, leases, mortgages, construction)	Permanent	Business Reasons; Statute of Limitations
Agreements	Contracts and agreements relating to operation and management of facilities (e.g., property/facilities management agreements, repair/maintenance contracts, janitorial, landscaping)	A + 10 years	Business Reasons; Statute of Limitations
Hazardous/Environmental Contamination Removal	Records regarding remediation / removal of environmentally contaminated or hazardous materials	A + 30 years	29 CFR 1910.1020 (OSHA)

FUNCTION	DESCRIPTION	RETENTION PERIOD	REFERENCE
Certificates of Occupancy/Building Permits	Certificates of Occupancy / Building Permits	A + [10] years	Business Reasons; Statute of Limitations
Hazardous / Environmental - Other	Logs and other records regarding general compliance with OSHA and other environmental laws	C + 5 years	Statute of Limitations; 3 years under Emergency Planning & Community Right-to-Know Act, Toxic Substances Control Act, Resource Conservation & Recovery Act, but advisable to keep longer due to potential liability concerns; 29 CFR 1904.33 (OSHA)
SALES			
Sales Agreements	Contracts and agreements relating to the sale of Corporation products and services	A + 10 years	Business Reasons; Statute of Limitations
Sales Records	Records other than contracts documenting sales of Corporation products and services (e.g., invoices, receipts, credit card receipts, SKU details)	C + 10 years	Business Reasons; Statute of Limitations