

Jamil Dada  
Chairperson

Francisca LeDoux Hernandez  
Vice Chairperson

Heidi Marshall  
Executive Director

Carrie Harmon  
Deputy Director

*Infinite Opportunity, Lasting Prosperity*

**501 (c)(3): Minutes**

**April 27, 2016**

Heidi Marshall, Executive Director, called the meeting to order at 2:00 p.m.

**Members in Attendance**

Jamil Dada                      Morris Myers                      Mary Jo Ramirez                      Juan Delara

**Members Absent**

Francisca L. Hernandez

**Staff**

Heidi Marshall                      Carrie Harmon                      T. Pham                      Leslie Trainor                      Rilla Jacobs

**Action Item: II. A. Authorize and approve the formation and activation of a new nonprofit affiliate of the Riverside County Economic Development Agency Workforce Development Division, established under the California Nonprofit Public Benefit Corporation Law (Corporation**

**Motion: To concurrently dissolve the existing Nonprofit corporation Workforce Development Board Inc., and approve the activation and affiliation of the new corporation.**

<b>Moved by</b>	Jamil Dada	Second by	Juan De Lara	Abstain	None	
<b>Vote</b>	Aye	4	No	0:	Abstain	None

**Status**                      Approved

**Discussion**

The request was made to go over the Board of Supervisors appointed Directors for the 501(c)(3). Page 4 Section 7.2 of the Bylaws gives the number of Directors Five, and They are:  
The Chairperson of the Workforce Development Board;  
The Vice Chairperson of the Workforce Development Board; and,  
Three additional members appointed by the BOS.

Jamil Dada, WDB Chairperson  
Francisca L. Hernandez, WDB Vice Chairperson  
Mary Jo Ramirez, BOS Appointee  
Juan De Lara, BOS Appointee  
Morris Myers, BOS Appointee

Officers are:  
Jamil Dada, Chairperson (WDB Chairperson)  
Francisca L. Hernandez, Vice Chairperson (WDB Vice Chairperson)  
Rob Field, Chief Executive Director (Assistant Chief Executive Officer of Riverside County Economic Development Agency)  
Heidi Marshall, Chief Operating Officer (Executive Director Workforce Development  
Carrie Harmon, Secretary (Deputy Director Workforce Development  
Jeff Van Wagenen, Treasurer (Managing Director of Economic Development Agency)

Additional appointment:  
Clerk of the Board, (WDB Secretary)

A request was made to correct the addresses suite number from 500 to 400.

<b>Action Item: II. B Approve the form of the attached Articles of Incorporation</b>						
<b>Motion: Approve the form of the Article of Incorporation.</b>						
<b>Moved by</b>	Morris Myers	Second by	Juan De Lara	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	None
<b>Status</b>	Approved					
<b>Discussion</b>	The articles will be filed with the Secretary of the State after a name is chosen and it is finalized.					

<b>Action Item: II. C Approve the form of the attached Bylaws</b>						
<b>Motion: Approve the form of the Bylaws.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	None
<b>Status</b>	Approved					

<b>Action Item: II. D Appoint the Corporation's Officers</b>						
<b>Motion: To ratify the BOS Appointment of the Corporation's Officers and have the appointments be effective immediately.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Morris Myers	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	
<b>Status</b>	Approved					
<b>Discussion</b>	<p>Corporation Officers are:</p> <p>Jamil Dada, Chairperson (WDB Chairperson)</p> <p>Francisca L. Hernandez, Vice Chairperson (WDB Vice Chairperson)</p> <p>Rob Field, Chief Executive Director (Assistant Chief Executive Officer of Riverside County Economic Development Agency)</p> <p>Heidi Marshall, Chief Operating Officer (Executive Director Workforce Development)</p> <p>Carrie Harmon, Secretary (Deputy Director Workforce Development)</p> <p>Jeff Van Wagenen, Treasurer (Managing Director of Economic Development Agency)</p>					

<b>Action Item: II. E Determine Corporation's name</b>						
<b>Motion: Determine three options for the Corporations' name.</b>						
<b>Moved by</b>	Jamil Dada	Second by	Morris Myers	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	None
<b>Status</b>	Three names approved to submit to the Secretary of State.					
<b>Discussion</b>	<p>Three names are chosen to submit to the Secretary of State in case the first two names are already in use. The name will be held for us for sixty days giving us time to finalize all of our actions to incorporate. The members discussed names and the differences between being known as a foundation versus a 501(c)(3).</p> <p>The members chose:</p> <p>Riverside County Works!</p> <p>Riverside County Workforce</p> <p>Workforce of Riverside County</p> <p>With the Tagline A 501(c)(3) of Riverside County</p>					

<b>Action Item: II. F Authorize the Corporation's Officers To Apply for Corporate Name</b>						
<b>Motion: Approve submitting documentation to the Secretary of State to apply for corporation name.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	0
<b>Status</b>	Approved					

<b>Action Item: II. G Authorize the Corporation's Officers To Take All Steps For The Corporation To Become Operational.</b>						
<b>Motion: Approve Corporations Officers to move forward with all necessary steps for Corporation to become operational</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	40	No		Abstain	
<b>Status</b>	Approved					

<b>Action Item: II. H Authorize the Corporation's Secretary to sign the Bylaws</b>						
<b>Motion: Approve Corporation Secretary sign the Bylaws after the Corporation name is approved by the Secretary of State.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	0
<b>Status</b>	Approved					

<b>Action Item: II. I Approve The Agreement For Use Of Staff and Resources</b>						
<b>Motion: Approve agreement for the use of staff and resources for day-to-day business.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	0
<b>Status</b>	Approved					
<b>Discussion</b>	A question was raised regarding Conflict of Interest requirements. Leslie is reviewing this item and will have specifics at a later date.					

<b>Action Item: II. J Authorize the Corporation's Chairperson of the Board to sign the Agreement for use of Staff and Resources</b>						
<b>Motion: Approve the Corporation Chairperson to sign the agreement to use WDC staff and resources</b>						
<b>Moved by</b>	Juan De Lara	Second by	Mary Jo Ramirez	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	0
<b>Status</b>	Approved					
<b>Discussion</b>	Members inquired about Officers' Insurance. Leslie is working on this item and has several options being prepared for review.					

<b>Action Item: II. K Approve and authorize the Corporation's Chief Operating Officer to serve as Agent for Service of Process for the SOS</b>						
<b>Motion: Approve and authorize the Corporation's Chief Operating Officer to serve as Agent for Service of Process for the Secretary of State.</b>						
<b>Moved by</b>	Juan De Lara	Second by	Morris Myers	Abstain	None	
<b>Vote</b>	Aye	4	No	0	Abstain	0
<b>Status</b>	Approved					

<b>Discussion Item: IV. A Next Steps</b>	
<b>Discussion</b>	<p>Leslie is working on the following next steps</p> <ul style="list-style-type: none"> <li>• Submit the name request and reservation to the Secretary of State</li> <li>• Request Employee Identification Number (EIN) from the Internal Revenue Service (IRS)</li> <li>• Apply for Income Tax exemption</li> <li>• Franchise Tax Board</li> <li>• Open corporate bank account</li> <li>• Follow up on insurance for Officers and Directors and General liability insurance</li> <li>• Create a Logo</li> <li>• Email address</li> <li>• Secure domain name</li> <li>• Get phone numbers</li> <li>• Register for Dunn number</li> </ul>

<b>Discussion Item: IV. B Meeting Calendar</b>	
<b>Discussion</b>	<p>Once a quarter meetings. 2 mandatory meetings; per the Bylaws one in April or May, and one in September or October. Set for a fiscal year July – June. Meetings will be after the Board meetings. Members requested that the months be removed and the Bylaws state 2 mandatory meetings; one for spring, and one for fall. Our meetings will be bound by the Brown Act because of our affiliation with the Workforce Development Board.</p>

Adjourned: 2:53 p.m.