MEETING OF THE BOARD OF DIRECTORS OF
MILLCREEK COMMUNITY FOUNDATION, A NONPROFIT CORPORATION

The Board met in a public meeting on November 28, 2022, at Millcreek City Hall, located at 3330 S. 1300 E., Millcreek, UT 84106. The meeting commenced at 8:21 p.m.

The Articles of Incorporation for the Millcreek Community Foundation, A Nonprofit Corporation., were filed with the Corporate Division of the State of Utah, on or about November 28, 2022. The organizational meeting of the Board of Directors of the above designated corporation, in order to begin operation as a corporation and to take other action in order to complete the process of beginning operation as a corporation, was held November 28, 2022, by the Directors.

The Directors participating in the meeting were the following, being all the persons named in the Articles of Incorporation as the initial Directors of this corporation:

Jeff Silvestrini

Silvia Catten

Thom DeSirant

Cheri Jackson

Bev Uipi

Board Member Jackson moved to approve the appointment of the officers of the corporation. Board Member Uipi seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

1. **Fiscal Year**.

The Board found that it is appropriate to adopt a tax and fiscal year for the corporation. The following resolution was unanimously adopted:

> **RESOLVED**, the tax and fiscal year of the corporation shall end June 30 of each year.

Board Member Uipi moved to approve the fiscal year. Board Member Jackson seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

2. **Banking Authorization**.

The Board found that it is appropriate to establish a banking relationship and to adopt a policy concerning the matter of signing checks for the corporation. The following resolution was unanimously adopted:

> **RESOLVED**, that this corporation established a banking relationship with Zions Bank.
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> The bank does the bank work for the city and it would be convenient to use the same institution.

Board Member Jackson moved to approve Zions Bank as the banking authorization for the foundation. Board Member DeSirant seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

> **FURTHER RESOLVED**, that the signature required for Millcreek are hereby adopted as the signature requirement of the corporation.
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> **FURTHER RESOLVED**, that the President and Secretary are authorized and directed to make all necessary proper arrangements with Zions Bank, to implement the foregoing matters and are authorized to agree that such bank need not look behind any signatures appearing on a check for the authority of the person signing such check, so long as the signatures on the check are those of a person authorized under the foregoing provisions to sign corporate checks.

3. **Bylaws.**

Attached to these minutes is a form of Bylaws for the regulation of the affairs of the corporation. The following resolution was unanimously adopted:

> **RESOLVED**, the Bylaws of the corporation submitted to this meeting and attached to these minutes are approved and adopted to take effect immediately as the Bylaws of the corporation, and the same is ordered to be filed in the minute book of the corporation as a part of the permanent corporate records of the corporation.

Board Member Uipi moved to adopt the bylaws in the packet. Board Member Catten seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

4. **Articles of Incorporation.**

Attached to these minutes is a copy of the Articles of Incorporation. The following resolution was unanimously adopted:

RESOLVED, the Board of Directors finds that the Articles of Incorporation of the corporation had been filed with the Corporate Division of Utah on or about the date set forth above. A copy of the Articles of Incorporation is ordered to be filed in the minute book as part of the permanent corporate records of this corporation.

5. **Directors.**

Jeff Silvestrini, Silvia Catten, Thom Desirant, Cheri Jackson, and Bev Uipi, having been named as Directors in the Articles of Incorporation of the corporation, indicate their willingness to so act. The following resolution was unanimously adopted:

RESOLVED, that Jeff Silvestrini, Silvia Catten, Thom Desirant, Cheri Jackson, and Bev Uipi for the term, and on the conditions, to be provided in the Bylaws of the corporation.

6. **Corporate Books.**

The following resolution was unanimously adopted:

RESOLVED, the Secretary of the corporation is authorized and directed to procure a minute book for the corporation and such other books and records for the corporation as may be appropriate.

Board Member Jackson moved to have the secretary procure a minute book and keep the minutes of the corporation. Board Member DeSirant seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

7. **Corporate Seal.**

The Board found that a seal of the corporation need not be acquired.

8. **Election of Officers.**

The officer shall be as provided in the Bylaws of the corporation.

9. **Tax Exemption.**

The Board found that it is appropriate to apply to the Internal Revenue Service for recognition of tax exemption for the corporation. The following resolution was unanimously adopted:

RESOLVED, that the officers of this corporation are authorized and directed to file Form 1023 with the Internal Revenue Service, pay user fees to the Service, pay legal fees, and take such other action as may be necessary or appropriate to obtain recognition of tax exemption for the corporation under Internal Revenue Code Section 501(c)(3).

Board Member Jackson moved to authorize and direct officers to file Form 1023 with the IRS. Board Member Uipi seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

10. **Contracts.**

The Board found that it was appropriate to establish a procedure to enter into contracts on behalf of the corporation. The following resolution was unanimously adopted:

RESOLVED, that the President must execute all contracts or execute any instrument in the name of or on behalf of the corporation.

Board Member Uipi moved to authorize the chair/president to sign contracts on behalf of the corporation. Board Member Jackson seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

11. **Annual Meeting.**

Board found that it is appropriate to establish an annual meeting date and time. The following resolution was unanimously adopted:

RESOLVED, the annual meeting of the Board shall be after the first city council meeting in July.

Board Member Jackson moved to approval the annual meeting. Board Member Catten seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes, Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

Board Member Jackson asked about fundraising or other responsibilities. Mike Winder staff could create a community advisory board to raise money. The city council could discuss it at their annual strategic meeting in January 2023.

Board Member Jackson moved to adjourn the meeting at 8:28 p.m. Board Member DeSirant seconded. Chair Silvestrini called for the vote. Board Member Catten voted yes,

Board Member DeSirant voted yes, Board Member Jackson voted yes, Board Member Uipi voted yes, and Chair Silvestrini voted yes. The motion passed unanimously.

The foregoing are true and correct minutes of the above-described meeting.

APPROVED: ______________________ **Date** 3-25-2024
Jeff Silvestrini, Chair

Attest: ______________________
Elyse Sullivan, Secretary