



CFRA Operations Manual

The California Fishermen's Resiliency Association exists to help commercial fishermen in California to work collectively to avoid, minimize and mitigate impacts to the fishery by offshore development, including wind energy and cable projects.

This manual documents policies and procedures and serves as a guide for CFRA staff and contractors in performing their duties.

Who We Are

In January 2022, California Port Commercial Fishermen's Associations formed the California Fishermen's Resiliency Association (CFRA), a California Nonprofit Mutual Benefit Corporation. CFRA membership extends from Crescent City to Ventura California and includes fourteen separate fishermen's organizations (December 2024). The CFRA represents its members interests and provides support at the local, state and federal levels, concerning spatial challenges to fishing grounds access, non-fishing ocean industrialization, ecological and environmental concerns, zoning and port infrastructure and impact mitigation. The CFRA represents all fisheries and gear types through its member associations.

The California Fishermen's Resiliency Association serves as a "point of contact" and negotiator for fishermen with developers of offshore wind power, telecommunication and energy transmission subsea cables, and offshore mineral extraction projects.

The term FISHERMEN is used inclusive of both our fishing men and women.

Board Management

Bylaws

The bylaws of the CFRA are the organization's foundational document. In the case of any conflict between this manual and the bylaws, the bylaws supersede. They are incorporated by reference, and can be found here:

https://www.californiafishermensresiliencyassociation.com/files/ugd/6c8e83_4d791a6324d34c188c054ac862075321.docx?dn=CFRA%20Official%20Bylaws%2C%20Amended%20on%204-23-2023.docx.

Scheduling/requesting a board meeting

The CFRA holds board meetings quarterly and as needed in the form of special meetings.

1. Request a Special Board Meeting —

- a. Special Meetings — Special meetings of the members may be called at any time by order of the President, the Vice President, or of the Secretary, or of two or more members of the Board. All members, consulting and voting, shall be authorized to attend and participate in special meetings; however, only voting members shall be authorized to vote.

Notice of Special Meetings — Written notice of special meetings of members shall be given personally or by mailing by first class, registered, or certified mail, to each member, at his or her last known address, postage prepaid, or **with consent of the member being noticed by electronic mail, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.** Notice of any meeting of members shall specify the place, the day, and the hour of meeting, and in case of a special meeting as provided by the California Corporations Code, the general nature of the business to be transacted. Generally, CFRA staff/contractors request approval from the president of the board to schedule special board meetings.

- b. Quorum — At all meetings of the members, whether regular, special or adjourned, the presence in person or by proxy of one third of the members shall constitute a quorum for the transaction of business.

Note — Any interested party may request a special/as-needed board meeting by sending an email to any of the following people: the president, vice president, secretary or staff/contractors. An email requesting a special board meeting should clearly state the reason for the meeting, and any person, organization, or group that is petitioning to attend the requested meeting. Meeting requests will be evaluated by the executive committee. Per the bylaws, special meetings of the members may be called at any time by order of the President, the Vice President, the Secretary, or two or more members of the Board.

CFRA board meetings may be held via an online platform such as Zoom, in person or hybrid.

How to write board agendas and minutes (also see templates in the appendices).

CFRA agendas follow the following structure. First, there are the particulars of the meeting:

CFRA Board of Directors Meeting

Date:

Time:

Location:

Then the body of the agenda are in the following items:

Roll Call

Reports

Actions Items - Action items are specific topics brought to the board's attention for the purpose of a specific action. The action is described, discussed, a motion is called for and may be seconded and brought for a vote before the board of directors providing a quorum is present.

Updates

The written agenda should be used as the basis for board minutes, adding relevant information under each of the topics above. They are brief notes summarizing the keys points and decisions. Minutes are taken at each board meeting, which are converted to an electronic document and are distributed to all board members for review and if no edits are required, they are presented to the Secretary for approval. The minutes are archived electronically, and a printed copy is produced and filed in the corporate kit.

Board reports

Board reports are provided and are archived here:

<https://www.californiafishermensresiliencyassociation.com/copy-of-public-comments>. They are distributed to all parties who have joined the CFRA mailing list.

Board reports are published using the CFRA style guide (see the final page of this manual).

Staff/contractors

Contact information

The CFRA has the following ongoing methods of contact:

1. Email: californiafishermensresiliency@gmail.com
2. Mail: 1118 6th St, Eureka, CA 95501
3. Via the contact form on the CFRA website
(<https://www.californiafishermensresiliencyassociation.com/>)

Org chart



Descriptions of Roles

CFRA “staff” are independent contractors and/or volunteers.

Executive Director(s):

Executive Director Service Provider - Executive Director services are provided to the CFRA by the Execution of a “Consulting or Independent Contractor Agreement”. This agreement describes various requirements from the contractor including but not limited to insurance listing the CFRA as “additionally insured” (see agreements). Attached to the agreement as an exhibit will be a “scope of work” list. These include:

- a. Attend board and committee meetings
- b. Prepare meeting agendas and meeting minutes
- c. Attend outside meetings on the Board’s behalf
- d. Work closely with the Grant Manager to produce board, quarterly and Financial reports
- e. Produce special reports to state agencies as required
- f. Produce “White Papers” and public comment letters concerning subjects important to the CFRA
- g. Meet with and/or enter into negotiations with various groups, municipalities, businesses, and governments at the Board's request
- h. Other duties as required

Grant/Fiscal Manager:

Grant Manager - Grant Manager services are provided to the CFRA by the Execution of a “Consulting or Independent Contractor Agreement”. This agreement describes various requirements from the contractor including but not limited to insurance listing the CFRA as “additionally insured” (see agreements). Attached to the agreement as an exhibit will be a “scope of work” list. These include:

- a. Grant administration including finances
- b. Grant writing assistance
- c. Newsletter production and distribution
- d. Technical services including, proofreading, editing, document archives, meeting services and reporting
- e. Website management
- f. Be available for Community Outreach at Board’s request (limited travel)

Password management

Passwords should be comprised of a combination of alphanumeric characters, numbers and symbols, and should not be easily guessed. Examples of passwords that are not acceptable include user ID, first or last name of user, town, etc. They are restricted to a need-to-know basis. User IDs, passwords or email accounts are not to be transferred to another individual without approval of the President or Executive Director. Initial assigned passwords will be changed on the first log-in and no less than twice a year after that.

A list of key passwords is on file at the office of the CFRA attorney.

Financial/Grant Management

Banking

The CFRA has a bank account and credit cards with US Bank. Staff and the Treasurer have access. Our banker there is Kelly McGowan, kelly.welch@usbank.com, 707-441-8208.

The CFRA also holds a line of credit from the Redwood Region Economic Development Commission (RREDC). Staff and the President have access. The key contacts are Virginia Salvi, virginialoan@rredc.com / 707-445-9651 and Roxanne Rothery, roxanne@rredc.com / 707-445-9651.

Receivables: Major funding for the CFRA is provided by the Ocean Protection Council. Invoicing can be periodic, but best practice is monthly, during the first week of the following month, unless cash flow dictates more frequent billing.

Payables: Either the Co-Executive Directors or the Grant/Fiscal Manager can authorize payments of CFRA bills. Most of this is provided by the organization's CPA firm Hutchinson, Homan & Co. Payments can also be made by staff or officers using one of the US Bank cards or checkbooks.

Accounting

The CPA firm of Hutchinson, Homan & Co. provides accounting and bookkeeping services to the CFRA. Bank balances are reconciled monthly. The grant manager provides quarterly grant/financial reports to the board. The CFRA does not currently engage a CPA for a full audit, but the Treasurer is empowered to direct internal audits of transactions.

Hutchison, Homan contact information is:
2601 Harrison Avenue Eureka, CA 95501
(707) 445-8476 / hhco@hhco.cpa / jm@hhco.cpa

Managing grant tasks & invoicing

The Co-Executive Directors have the lead role in designing and executing activities billable to grants. They write a quarterly report to the major funder, the Ocean Protection Council (OPC). The Grants Manager assists in these activities and handles monthly tracking of grant tasks and invoicing of the OPC.

OPC funding comes in the form of a reimbursement grant. This means that expenditures are incurred and paid (e.g., checks have to be cashed) before the OPC will accept an invoice. The turnaround time is typically a week for invoice approval, and then 30-45 additional days for payment to arrive, making cash flow management a key ongoing task. The OPC has a complex but well-documented invoice protocol, which is available here: <https://opc.ca.gov/wp-content/uploads/2023/05/Budget-and-Invoicing-Guide-508.pdf>.

Procurement/purchasing

Items purchased using CFRA funds, or grant funds awarded to the organization, must clearly support CFRA objectives.

CFRA staff may approve purchases of up to \$5000. Higher expenses require board approval.

When possible, spending CFRA funds in California coastal communities, small businesses, and disadvantaged businesses is preferable.

In addition to the above, expenses charged to grants from the Ocean Protection Council must meet the policies of the OPC linked here:

https://www.opc.ca.gov/webmaster/media_library/2023/05/Budget-and-Invoicing-Guide-508.pdf.

Legal

The CFRA has secured the legal services of the Eureka firm Owens and Ross. The firm advises on contracts, regulations and prepares communications requiring legal expertise.

Owens & Ross contact information is:

1118 Sixth St., Eureka, CA 95501

707-441-1185 / dustin@owensandross.com / www.owensandross.com

Marketing

Membership management

1. Recruitment - Member associations may be recruited by email and/or U.S. Mail by sending an "Invitation to Participate" letter to the potential new member association. The "invitation" form letter is found in electronic document storage. The invitation should contain the name of the contact person, association name, and association address. The invitation should be executed by an officer of the Corporation or Executive Director.
2. New Member Acceptance - Any "invited" member shall respond to the CFRA "Invitation to Participate" either in writing or via email. Said response shall state the new members consent to participate as a CFRA member, contact information and date. The corporation Board of Directors shall accept the new member through motion and vote at the next scheduled meeting of the corporation's Board of Directors. The "accepted members" will be notified of the Board's decision via email response.
3. Member Resignation - Any member association may resign its membership in the Corporation by the written submission to the corporation Board of Directors of a "Resolution to Terminate Membership" from the member association's Board of Directors. Said "Termination of Membership Resolution shall be accepted and approved within thirty days by the Corporation Board of Directors at the next scheduled meeting of the Corporation's Board of Directors through a motion and vote of the corporation Board of Directors".

Website/Newsletter/blog

The CFRA's website is here: <https://www.californiafishermensresiliencyassociation.com/>. It is hosted on Wix.

How to maintain the website:

<https://share.vidyard.com/watch/t2WiChNkunHTyfEsoPdG64?vtoken=6b0dae93-b78d-4a11-8385-c40dd1faa30f&autoplay=1>

How to make a blog post: <https://share.vidyard.com/watch/i7DRQHFu9hQRmUvch4SaKy?>

How to create a newsletter: <https://share.vidyard.com/watch/iWejDarNfo1Czm5QhDvSZy?>

Wix how-to email marketing videos:

[Wix Email Marketing: How To Add Buttons In Campaign](#)

[Wix Email Marketing: How To Add Links In Campaign](#)

[Wix Email Marketing: How To Create Email Campaign From Scratch](#)

CFRA documents use ASAP regular or Calibri fonts. (The website's default font is ASAP regular 18 point.) **Sans Serif and **Arial Rounded MT Bold** are allowable replacement fonts for ASAP when using platforms that don't have ASAP, such as Gmail and Microsoft Word.*

All published CFRA documents should contain the CFRA logo or watermark, and all should include, in some prominent place, a link to the CFRA website.

Publications on the website or in the newsletter should be labeled with their format for ADA accessibility (e.g., .pdf, .doc)

Images on the website should contain a written description for ADA accessibility.
The CFRA style guide is provided as an appendix.

Appendix 1: Meeting Minutes Template

CALIFORNIA FISHERMEN'S RESILIENCY ASSOCIATION

1118 6th St.
Eureka, CA 95501

Minutes

California Fishermen's Resiliency Association

CFRA Board of Directors

Date:

Time:

Location: In person or via zoom

Attendance:

Guests:

Virtual Guests:

- 1. Reports (include who made the report, the subject of the report and any key points**
- 2. Action Items - include item, motion, who made the motion, who seconded the motion and the result of the vote. Add any key discussion points.**
- 3. Other Business**
- 4. Adjourn: time**

Appendix 2: Board Meeting Agenda Template



California Fishermen's Resiliency Association Agenda

CFRA Board of Directors Meeting

Date:

Time:

Location: via Zoom

- 1. Roll Call**
- 2. Action Items**
 - a. Motions if required
- 3. Reports**
- 4. Other Business**

Appendix 4: Style Guide



ALTERNATIVE LOGO



Used for letterheads and horizontal layouts.

COLOR PALETTE



#A75D31



#005776



#00343F



#8EDDD7

FONTS

ASAP

Bold, all caps

— **HEADING**

ASAP

Italicized

— *Subheading*

ASAP

Regular

— Body paragraph style



*Sans Serif, Calibri, *Calibri italic*, and **Arial Rounded MT Bold** are allowable replacement fonts for ASAP when using platforms that don't have ASAP, such as Gmail and Microsoft Word.



Appendix 5: Closing a Nonprofit Organization, or Making One Go Dormant

California nonprofit dissolution step-by-step guide

If we choose to shut down the CFRA, it isn't just paperwork—it's stewardship. We need to wrap up our mission with care, ensuring assets, people, and our story are handled with integrity. Below is a practical guide to legally and responsibly wind down a California nonprofit, from credible sources. This guide was prepared using Artificial Intelligence, and reviewed and found to be reasonable by Michael Kraft, a human with experience in nonprofit management, organizational development and corporate structures.

Much of the work can be handled by CFRA staff or volunteers. However, Michael recommends engaging professionals (meaning our existing the law firm and CPA firm the CFRA already uses) for some of the legal filings and accounting.

Overview of dissolution in California

- **Scope:** This guide covers voluntary dissolution for California nonprofit public benefit, mutual benefit, and religious corporations, and the regulators involved (Secretary of State, Attorney General, Franchise Tax Board, IRS).
- **Core principle:** Remaining charitable assets must be transferred to organizations with substantially similar purposes; regulators focus on protecting charitable assets and ensuring lawful distribution.
- **Good standing:** Dissolution filings generally can't proceed if the corporation is suspended; confirm standing before you file.

Direct answers: California nonprofits must follow statutory steps with the SOS, AG, FTB, and IRS, and directors must ensure assets go to appropriate charities.

Step 1: Authorize dissolution and document the decision

- **Board action:** Adopt a resolution to wind up and dissolve; if you have members, obtain required member approval (majority approval or consents as applicable under Cal. Corp. Code §6610).
 - **Recordkeeping:** Document director votes and, if applicable, member votes/ballots; you'll need this for state and federal filings.
 - **Plan to wind up:** Approve a wind-up plan covering liabilities, asset transfers, employees, contracts, records, and communications.
-

Step 2: File with the Secretary of State and Attorney General

- **Certificate of election:** "Forthwith" file a Certificate of Election to Wind Up and Dissolve with the California Secretary of State (SOS) and the Attorney General (AG) if required for your structure and vote path.
 - **Certificate of dissolution:** File the Certificate of Dissolution (after wind-up steps are complete or as permitted) using SOS forms and instructions; the dissolution process involves both SOS and AG.
 - **AG waiver (asset transfers):** Before transferring any remaining assets, obtain a dissolution waiver (no-objection) from the AG's Registry of Charitable Trusts; include details about assets, proposed recipient charities, governance approvals, and final tax filings.
-

Step 3: Resolve debts, contracts, and operations

- **Liabilities:** Pay or make provision for all debts and obligations before distributing assets; directors can be liable for improper distributions.
 - **Contracts and leases:** Terminate or assign contracts in accordance with terms; document notice dates and settlement terms.
 - **Employees:** Provide final pay, accrued vacation (if applicable), COBRA notices for group health plans, and file final payroll tax returns; align timing with wind-up and termination dates.
 - **Vendors and insurance:** Cancel policies after coverage needs end; consider tail coverage (e.g., D&O) if appropriate.
-

Step 4: Distribute remaining charitable assets properly

- **Eligible recipients:** Transfer assets to organizations with substantially similar charitable purposes—generally to another public benefit organization; this is central to AG oversight.
 - **Documentation:** Secure board approvals, recipient confirmations (mission alignment, tax status), and transfer instruments; include this in AG waiver materials.
 - **Restrictions:** Honor donor-restricted and program-restricted funds; document how restrictions are followed in transfers.
-

Step 5: Final state tax and regulatory filings

- **Franchise Tax Board (FTB):** File your final state tax return; tax clearances are no longer required, but you cannot file dissolution for a suspended corporation. Confirm status and resolve any suspensions.
 - **AG registry:** File required final reports with the Registry of Charitable Trusts (e.g., final RRF-1 with attachments) and complete dissolution submissions consistent with the AG’s guide.
 - **Secretary of State:** Complete dissolution filings per SOS forms and instructions; coordinate timing with AG waiver and completion of wind-up actions.
-

Step 6: Federal tax wrap-up (IRS)

- **Final Form 990:** File a final Form 990-series return, check the “final return” box, and attach a plan of liquidation/dissolution; retain supporting records for asset transfers and liabilities resolved.
 - **Employment tax:** File final Form 941/940 as applicable; mark final returns and reconcile payroll accounts.
-

Step 7: Close financial accounts and retain records

- **Banking:** After final checks clear and asset transfers are complete, close bank, credit card, merchant, and payment processor accounts; keep final statements for records.

- **Record retention:** Preserve corporate records (minutes, approvals, contracts, grants, donor files, financials, tax filings, and dissolution filings) for statutory periods; directors should ensure custody even post-dissolution.
 - **Audit and reconciliation:** Complete a final internal or external review to confirm liabilities, distributions, and reporting are accurate.
-

Step 8: Dissolve your digital presence and communications

- **Websites:** Post a brief closure notice, remove donation functionality, and archive the site for records; then cancel hosting and domains or transfer domains to a successor charity if part of the asset transfer.
 - **Social media:** Publish a final post with the closure notice and, if appropriate, refer supporters to the successor charity; then deactivate accounts or transfer handle ownership where permitted and documented.
 - **Email and CRM:** Send a final message to subscribers (no solicitations), export donor/supporter data per privacy commitments, then securely delete or anonymize data; terminate SaaS subscriptions and ensure access is revoked.
 - **Brand assets:** Retire logos and marks; if IP is being transferred, document the assignment and update public-facing materials accordingly.
-

Step 9: Public and stakeholder notifications

- **Donors and funders:** Notify major donors and grantors; address outstanding grant reporting and return or transfer unspent restricted funds per agreements.
 - **Partners and beneficiaries:** Give reasonable notice and referrals to successor services where possible; document communications.
 - **Regulators:** Maintain clear correspondence trails with SOS, AG, FTB, and IRS; keep copies of all filings and confirmations.
-

Step 10: Confirm legal termination and follow-up

- **SOS status:** Verify the corporation's status reflects dissolution with the Secretary of State; retain the SOS acknowledgment.
- **AG closure:** Confirm the AG registry reflects closure and that the dissolution waiver and final filings were accepted.

- **Post-dissolution inquiries:** Designate a records custodian/contact for any future questions or audits, even after legal existence ends.

Summary of Differences between closing a 501c6 & a 501c3

Feature	501(c)(3) Organization	501(c)(6) Organization
Primary Purpose	Charitable, educational, religious, or scientific purposes.	Business leagues, trade associations, or chambers of commerce promoting common business interests.
Asset Distribution	Must distribute remaining assets to another 501(c)(3) or government entity.	May distribute remaining assets to members (e.g., as a refund of dues) or other 501(c) organizations, depending on bylaws.
AG Oversight	Strict oversight by the CA Attorney General; must get a waiver for asset distribution.	Less oversight by the CA AG's charitable trusts registry regarding asset distribution to members.
Tax Deductibility	Donations are generally tax-deductible for donors.	Membership dues may be deductible as a business expense for members, but payments are not charitable contributions.

Both types of organizations must file a certificate of dissolution with the California Secretary of State and file final tax returns with the IRS and the [California Franchise Tax Board](#).

Quick checklist

1. **Board/member approval:** Resolution to wind up and dissolve; minutes and ballots recorded.
2. **File certificates:** Certificate of Election and Certificate of Dissolution with SOS; submit to AG as required.
3. **AG waiver:** Request dissolution waiver before asset transfers; include full asset and recipient details.

4. **Wind up operations:** Settle debts, end contracts, handle employees, and cancel insurance appropriately.
5. **Distribute assets:** Transfer to aligned public benefit organizations; honor restrictions and document transfers.
6. **Tax filings:** Final FTB return; final IRS Form 990 and payroll returns; ensure not suspended.
7. **Close accounts and retain records:** Banking, vendors, SaaS; archive and secure records for statutory periods.
8. **Digital presence:** Website and social media notices, disable donations, archive and deactivate/transfer accounts.
9. **Notify stakeholders:** Donors, funders, partners, beneficiaries; finalize grant obligations.
10. **Confirm status:** SOS and AG reflect closure; keep acknowledgments and a records custodian identified.

Notes and cautions

- **Legal counsel:** Directors and recipients can face personal liability for improper dissolutions; consult an attorney to tailor these steps to your organization's facts.
- **Types of nonprofits:** Public benefit, mutual benefit, and religious corporations have overlapping but distinct requirements; verify which statutes and AG expectations apply to you.

Sources: California Attorney General General Guide for Dissolution; Public Counsel's guide to dissolving California nonprofit public benefit corporations; and Nolo's overview with statutory references.