

**Marshall Academy Board of Directors  
Organizational Meeting Minutes  
August 2, 2012 6:00 p.m.**

**PROPOSED**

I.

A. Call to Order and Swearing in of new Board Member

The meeting was called to order at 6:00.

Jon Cool took the oath of office as a member of the board of directors.

B. Roll Call

Present: Jon Cool, Patti Cornwell, Brenda Howrey, John Swett, and David Twiss

Also Present: Brent Swan, Kathleen Witucki, Michael Williamson, Mary Kempinski, and Kelly Inch

C. Approval of Agenda

It was moved by Howrey, supported by Twiss that the Organizational Meeting agenda for August 2, 2012 be approved. The motion passed unanimously.

D. Motion to declare offices vacant

Motion by Twiss, supported by Cornwell that all offices are declared vacant. Motion passed unanimously.

II. Organizational Meeting Business

A. Election of Officers

Motion by Twiss, supported by Cornwell, that John Swett be appointed President. Motion passed unanimously.

Motion by Twiss, supported by Cornwell, that Brenda Howrey be appointed Vice President. Motion passed unanimously.

Motion by Swett, supported by Cornwell, that David Twiss be appointed Secretary. Motion passed unanimously.

Motion by Twiss, supported by Swett, that Jon Cool be appointed Treasurer. Motion passed unanimously.

## B. Organizational Operations

1. Moved by Twiss supported by Cornwell that That the Headmaster be responsible for posting all notices of regular and special meetings in conformance with the Michigan Open Meetings Act. Motion passed unanimously.
2. Moved by Twiss supported by Cornwell that the schedule of regular Board meetings and special Board meeting notices shall be posted at the Academy main entrance. Motion passed unanimously.
3. Motion by Twiss supported by Cornwell that Comerica Bank be designated depository for the 2012-13 fiscal year. Motion passed unanimously.
4. Motion by Twiss supported by Cornwell that the Marshall Advisor be designated as the official newspaper for all Academy legal notices for the 2012-13 school year. Motion passed unanimously.
5. Motion by Twiss supported by Cornwell that the use of facsimile signatures on checks issued by the academy be approved. Motion passed unanimously.
6. Motion by Twiss supported by Cornwell that the Headmaster be appointed Freedom of Information Act, Office of Civil Rights, Sexual Harassment, Title VI, Title IX, and Section 504 representative, and Homeless Children and Youth Liaison as provided by law. Motion passed unanimously.
7. Motion by Twiss supported by Cornwell that the Headmaster is appointed Chief Administrative Office for the 2012-13 school year. Motion passed unanimously.
8. Moved by Twiss supported by Cornwell that Kevin Foley be appointed Board legal counsel for the 2012-13 school year. Motion passed unanimously.
9. Moved by Twiss supported by Cornwell that the firm of Darnell and Meyering be appointed auditors.

## III. Extended Public Comment

There was none.

## IV. Adjournment

Motion by Twiss, supported by Cornwell, that the meeting be adjourned. Motion passed unanimously. The meeting adjourned at 6:22 p.m.

Proposed minutes respectfully submitted,

Michael Wilkinson / *MS*

Recording Secretary

Date: August 2, 2012

Approved by the Board of Directors at its \_\_\_\_\_, \_\_\_\_\_ meeting.

\_\_\_\_\_  
Board Secretary

Date: \_\_\_\_\_

Marshall Academy  
Board Resolution

Election of Officers

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, to elect officers of the Academy Board as described in Article VII, Section 2, of the Bylaws contained in the Contract between Ferris State University and Marshall Academy.

Now Therefore Be It Resolved, that the Academy Board hereby elects the following individuals to the respective offices as indicated below for the period of August 2, 2012 through June 30, 2013, or until the next annual organizational meeting of the Academy Board, whichever is the latter.

John Swett, President

Brenda Hawrey, Vice President

David Twiss, Secretary

Jon Cool, Treasurer

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy Board of Directors at its meeting held on August 2, 2012

By: Darius D. S. [Signature]  
Board Secretary

Marshall Academy  
Board Resolution

- 3b. Adoption of Resolution Designating the Person Responsible for Posting Regularly-Scheduled and Special Meeting Date Notices for the Academy Board

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that the School Leader, or his or her designee, is responsible for posting all regularly-scheduled and special meeting date notices for and on behalf of Marshall Academy's Board of Directors.

Now Therefore Be It Resolved that the School Leader, or his or her designee, is responsible for posting all regularly-scheduled and special meeting date notices for and on behalf of Marshall Academy's.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Swiss BA  
Board Secretary

Marshall Academy  
Board Resolution

- 3c. Adoption of Resolution Designating Public Places to Post Calendar and Individual Meeting Notices of Regularly-Scheduled and Special Meeting Date Notices for the Academy Board

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that the School Leader, or his or her designee, is responsible for posting all regularly-scheduled and special meeting date notices for and on behalf of Marshall Academy's Board of Directors in an area that is visible to the public on a 24-hour basis; and,

Whereas, the Academy Board of Directors has determined that the most appropriate place to post notices of meetings is on the front entrance to the Academy located at 18203 Homer Road, Marshall, MI 49068; and,

Whereas, the annual calendar of meeting notices shall be posted no later than ten (10) days after which the annual meeting calendar is approved and individual notices of the regularly-scheduled meetings shall be posted no later than ten (10) days prior to each meeting and special meeting notices shall be posted no later than eighteen (18) hours prior to each meeting.

Now Therefore Be It Resolved, that the School Leader, or his or her designee, is responsible for posting all regularly-scheduled and special meeting date notices for and on behalf of Marshall Academy in accordance with the terms specified above.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Twiss RA  
Board Secretary

Marshall Academy  
Board Resolution

3d. Adoption of Resolution Designating Depository for Academy Funds

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that Comerica Bank, shall serve as the main depository for funds generated by and on behalf of Marshall Academy.

Now Therefore Be It Resolved, that Comerica bank, shall serve as the main depository for funds generated by and on behalf of Marshall Academy.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Swartz  
Board Secretary

Marshall Academy Board of Directors

RESOLVED, that the Marshall Advisor is designated as the Academy's newspaper of record.

Secretary's Certification:

I certify that the foregoing resolution moved by Twiss, supported by Cornwell. Motion was passed unanimously and was duly adopted by the Marshall Academy Board of Directors at a properly noticed open meeting held on the 2nd day of August, 2012, at which a quorum was present.

By: David E. Swain  
Board Secretary



Marshall Academy Board of Directors

Resolution Authorizing Use of Facsimile Signatures

I, David Twiss, <sup>Secretary</sup> ~~President~~ of the Board of Directors of Marshall Academy, a corporation organized and existing under the laws of the State of Michigan, do hereby certify that a meeting of the Board of Directors of said corporation was duly held on the 2nd day of August, 2012, at which a quorum was present and acting throughout, the following resolutions were adopted and are now in full force and effect:

RESOLVED THAT Comerica Bank be and is hereby authorized and directed to honor as genuine and authorized instruments of this corporation, any and all checks, drafts, and/or other orders for the payment of money drawn in the name of this corporation and signed with the facsimile signatures of any two (2) of the following:

John Swett, Patti Cornwell, David Twiss, Brenda Howrey, Jon Cool

FURTHER RESOLVED THAT this corporation is authorized to and hereby does assume full responsibility for any and all payments made by said Comerica Bank in reliance upon the facsimile signature of any person or persons named in the forgoing resolution.

FURTHER RESOLVED THAT the President of this corporation is authorized to cause to be delivered to the said Comerica Bank specimens of the facsimile signatures of the persons named above.

IN WITNESS WHEREOF, I have certified these resolutions this 2nd day of August 2012.

David E. Twiss RA  
President

Marshall Academy  
Board Resolution

- 3i. Appointment of Title VI, Title IX and Section 504, Freedom of Information, Civil Rights and Sexual Harassment, and Homeless Children & Youth Coordinators

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, to appoint an individual(s) to represent Marshall Academy's Board of Directors as a Title VI, Title IX and Section 504 Coordinator, a Freedom of Information Coordinator, a Civil Rights & Sexual Harassment Coordinator, and a Homeless Children and Youth Coordinator, to receive complaints, questions, concerns, and other issues and to perform other appropriate duties related to the relevant matter, including but not limited to, maintaining a written comprehensive report of occurrences; and,

Whereas, it shall be the responsibility of the Title VI, Title IX and Section 504 Coordinator, the Freedom of Information Coordinator, the Civil Rights & Sexual Harassment Coordinator, and the Homeless Children and Youth Coordinator to inform the President of the Board of Directors of Marshall Academy when complaints, questions, concerns, or other issues related to each relevant matter occurs.

Now Therefore Be It Resolved, that the Marshall Academy's Board of Directors hereby appoints the following individual(s) to serve in the role of Title VI, Title IX and Section 504 Coordinator, Freedom of Information Coordinator, Civil Rights & Sexual Harassment Coordinator, and Homeless Children and Youth Coordinator.

<u>Headmaster</u>	Title VI, Title IX and Section 504 Coordinator
<u>Headmaster</u>	Freedom of Information Coordinator
<u>Headmaster</u>	Civil Rights & Sexual Harassment Coordinator
<u>Headmaster</u>	Homeless Children and Youth Coordinator

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Gura III  
Board Secretary

Marshall Academy  
Resolution

3l. Appointment of Chief Administrative Officer

Moved by Twiss supported by Cornwell that the Board approve the following Resolution:

WHEREAS, the Uniform Budget and Accounting Act, Public Act 493 of 2000, requires the Academy to designate a Chief Administrative Officer ("CAO") and approve a timeline for budget preparation and approval; and,

WHEREAS, the Academy must adopt an operating budget to govern expenditures in the next fiscal year.

NOW, THEREFORE, BE IT RESOLVED, that the Headmaster shall be the CAO and shall have final responsibility for the preparation and presentation of the recommended budget, as well as control of the budget throughout the year.

BE IT FURTHER RESOLVED, that the 2013-14 timeline for budget preparation and approval shall be as follows:

May 2013:	CAO to present proposed 2013-2014 budget to the Board
Before June 30, 2013:	Public Hearing on the proposed 2013-2014 budget; Board adopts
By June 30, 2013:	Annual Budget due in Charter Schools Office & State of Michigan

BE IT FURTHER RESOLVED, that the CAO shall include in the proposed budget the following information:

FY 2011-2012 actual budget results  
FY 2012-2013 FY results – projected to year-end June 30, 2013  
FY 2013-2014 (July 1, 2013 to June 30, 2014) proposed budget  
Other data relating to fiscal conditions considered appropriate by the CAO

BE IT FURTHER RESOLVED, that the annual budget to be adopted no later than June 30, 2013, shall utilize a general appropriation act.

BE IT FURTHER RESOLVED, that the Board must approval all budget amendments before expenditures exceed the budget.

I certify that the foregoing resolution was adopted by the Academy Board at a duly noticed open meeting held on the 2nd day of August, 2012, at which a quorum was present.

David E. Jones RA  
Recording Secretary

Marshall Academy  
Board Resolution

3j. Appointment of Legal Counsel

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, to retain the legal services of Foley & Robinette PC, whose primary address is 13349 Reeck Court, Southgate, MI 48195; and Clark Hill PLC, whose primary address is 151 South Old Woodward Ave, Suite 200, Birmingham, MI 48009.

Whereas, the President of the Marshall Academy's Board of Directors is hereby authorized by the Academy Board to negotiate a written contract with the legal firm of Foley & Robinette PC and Clark Hill PLC to provide legal services to the Academy's Board of Directors.

Now Therefore Be It Resolved, that the Marshall Academy's Board of Directors hereby appoints the legal firm of Foley & Robinette PC to represent the Board of Directors of Marshall Academy on related legal issues in accordance with the terms and conditions set forth in the written contract between the two parties.

Now Therefore Be It Resolved, that the Marshall Academy's Board of Directors hereby appoints the legal firm of Clark Hill to represent the Board of Directors of Marshall Academy on all transactions requiring the opinion of bond counsel in accordance with the terms and conditions set forth in the written contract between the two parties.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Swartz  
Board Secretary

Marshall Academy  
Board Resolution

3k. Appointment of External Auditor

Moved by Twiss and supported by Cornwell that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, to retain the services of the auditing firm of Darnell & Meyering, whose primary address is 20500 Eureka Road, Taylor, MI 48180; and,

Whereas, the President of the Marshall Academy's Board of Directors is hereby authorized by the Academy Board to negotiate a written contract with the auditing firm of Darnell & Meyering to provide certain financial services to the Academy's Board of Directors.

Now Therefore Be It Resolved, that the Marshall Academy's Board of Directors hereby appoints the auditing firm of Darnell & Meyering to provide services to the Board of Directors of Marshall Academy on certain financial matters in accordance with the terms and conditions set forth in the written contract between the two parties.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy's Board of Directors at its meeting held on August 2, 2012.

By: David E. Jones RPh  
Board Secretary