

Marshall Academy Board of Directors
Organizational Meeting
July 30th, 2015 6:00p.m.
Proposed Minutes

Approved

I. Meeting Call to Order 6:03 PM

A. Roll Call

Present:

Dave Twiss, Mary Kempinski, Patti Cornwell, Paul Spotts, Heather Weberling

Also Present:

Frank Patterson (Midwest), Don Haist (FSU), Brent Swan (Headmaster), Leslie Katz (Recording Secretary)

B. Approval of the Agenda

Motion for approval by Spotts, 2nd Cornwell and approved unanimously.

II. Hearing of the Public (limited to agenda items)

None

III. Business Items

A. Election of Officers

Cornwell made a motion that all offices be declared vacant. Supported by Kempinski. Unanimous approval.

Nominations taken for Offices consecutively.

1. President – Dave Twiss nominated by Kempinski, supported by Cornwell. Twiss accepted and was elected unanimously.
2. Vice President – Mary Kempinski nominated by Weberling, supported by Spotts. Kempinski accepted and was elected unanimously.
3. Secretary – Patti Cornwell nominated by Kempinski, supported by Spotts. Cornwell accepted and was elected unanimously.
4. Treasurer – Heather Weberling nominated by Spotts, supported by Cornwell. Weberling accepted and was elected unanimously.

B. Organizational Operation

Motion made by Cornwell and supported by Kempinski to adopt resolutions as discussed with changes made and inserts completed, tabling Resolutions on Legal Counsel and External Auditor for a later date after the Board has had a chance to research and look for more local representation. Resolutions adopted unanimously. (see attached resolutions for details)

1. Adoption of Resolution Designating Person Responsible for Posting Regularly – Scheduled and Special Board Meeting Date Notice for the Academy Board
2. Adoption of Resolution Designating Places to Post Calendar and Meeting Notices of Regularly-Scheduled and Special Meeting date Notices for the Academy Board

Marshall Academy

Board Resolution

3a. Election of Officers

Moved by *Cornwell* <Board Member Name> and supported by *Kempinski* <Board Member Name>
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 Midwest Services

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 July 30th, 2015 through June 30, 2016, or until the next annual organizational meeting of the Academy Board, whichever is the latter.

<Elected Board Member Name> , President
Dave Twiss

<Elected Board Member Name> , Vice President
Mary Kempinski

<Elected Board Member Name> , Secretary
Patti Cornwell

<Elected Board Member Name> , Treasurer
Heather Weberling

I hereby certify that the foregoing resolution was duly adopted by the

Marshall Academy

Board of Directors at its meeting held on

July 30th, 2015

By: *Leslie Hay*
Recorder

Marshall Academy

Board Resolution

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

Moved by ^{Cornwell} <Board Member Name>, and supported by ^{Hempinski} <Board Member Name>
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
Board of Directors. Marshall Academy

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

I hereby certify that the foregoing resolution was duly adopted by the
Marshall Academy

Board of Directors at its meeting held on July 30th, 2015

By: ^{<signature>} Leshi King
Recorder

Marshall Academy

Board Resolution

- 3d. 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 <Board Member Name> *Cornwell* and supported by <Board Member Name> *Kempinski*
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 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 Marshall Academy 18203 Homer Rd. 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
Board of Directors at its meeting held on July 30th, 2015

By: <signature> *Lulu Krag*
Recorder

Marshall Academy

Board Resolution

3e. Adoption of Resolution Designating Depository for Academy Funds

Moved by <Board Member Name> *Cornwell* and supported by <Board Member Name> *Kempinski*
that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that
Comerica Bank, located at
<Bank Address> *5475 Beckley Rd #130* shall serve as the main depository for funds
Battle Creek, MI 49014
generated by and on behalf of Marshall Academy

Now Therefore Be It Resolved, that Comerica Bank
located at <Bank Address>
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
Board of Directors at its meeting held on July 30th, 2015

By: <signature> *Jesli Krug*
Recorder

Marshall Academy
Board Resolution

3f. Adoption of Resolution Designating Principal Print Media Source

Moved by <Board Member Name> *Cornwell* supported by <Board Member Name> *Kempinski*
that the Board approve the following Resolution:

Whereas, the Revised School Code, Section 380.1267 – Competitive Bidding – requires *“that public school academies advertise for bids for school construction, additions, repairs, and renovations;”* and,

Whereas, the Revised School Code, Section 380.1204a – Annual Educational Report – also provides that *“...the board shall prepare and submit to the state board not later than September 1 each year, and shall provide that each school in the school district distributes to the public at an open meeting not later than October 15 each year, an annual educational report.”* and,

Whereas, the State School Aid Act of 1997 (as amended) requires that *“a local unit shall hold a public hearing on its proposed budget. The local unit shall give notice of the hearing by publication in a newspaper of general circulation within the local unit at least 6 days before the hearing. The notice shall include the time and place of the hearing and shall state the place where a copy of the budget is available for public inspection.”* and,

Whereas, a *“local unit”* is defined by *“Budget Hearing of Local Governments,”* MCL 141.411 to 141.415 as *“a county, township, city, village, authority or school district empowered by the constitution or by law to prepare budgets of estimated expenditures and revenues.”* and,

Whereas, Schedule 7, Section f, of the Contract between Ferris State University and Marshall Academy requires that written public notice be given to parents and students notifying them of open enrollment dates and procedures; and,

Whereas, the most effective method of written communiqué is advertisement in local and area newspapers; and,

Whereas, the Board of Directors is desirous of designating a principal print media source.

Now, Therefore, Be It Resolved, that the principal print media source identified by the Board of Directors will be Marshall Advisor _____, located

at Marshall Advisor 514 S. Kalamazoo Ave, Marshall, MI 49068

Be It Further Resolved, that written advertisements for open enrollment are not limited to local or area newspapers and may include the use of flyers and brochures provided that, at a minimum, advertisements be conducted through the principal print media source.

Marshall Academy

Board Resolution

3g. Adoption of Resolution Designating Board Members and Personnel Eligible to Sign Academy Checks

Moved by *Cornwell* <Board Member Name> and supported by *Kempinski* <Board Member Name>
that the Board approve the following Resolution:

Resolved, that Comerica Bank *5475 Beckley Rd #130*
<Bank Address> *Battle Creek, MI 49014*
be and it is hereby, designated a depository of Marshall Academy
and that funds so deposited may be withdrawn upon a check, draft, note, or order of the Academy.

Resolved further, that all checks, drafts, notes, or orders drawn against an account established at said Bank be signed by any 2 **[insert number of required signatures]** of the following:

and countersigned by any one of the following:

<Name and Title> *Dave Twiss - President*

<Name and Title> *Heather Weberling - Treasurer*

whose signatures shall be duly certified to said Bank, and that no checks, drafts, notes, or orders drawn against said Bank shall be valid unless so signed.

Resolved further, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes, or orders so drawn.

Resolved further, that this Resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be as set forth in the certificate of the Secretary or the Recording Secretary, accompanying a copy of this Resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contract is duly served on said Bank.

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

By: *Lela Katz*
Recorder

Marshall Academy

Board Resolution

3h. Adoption of Resolution Designating Personnel Authorized to Negotiate and Implement Contracts with Service Providers

Moved by *Connwell* <Insert Board Member Name> and supported by *Kempinski* <Insert Board Member Name> that the Board approve the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that <Insert Name> *Brent Swan* and <Insert Name> shall have full authority of the Academy Board, individually and/or jointly, to negotiate and implement contracts with service providers for and on behalf of Marshall Academy provided that the contract does not exceed \$3,000; and,

Whereas, the Academy Board has determined, by a majority vote, that copies of all service provider contracts shall be furnished to the individual members of the Board of Directors after the contract has been executed; and,

Whereas, contracts in the amount of \$3,001 to \$18,345.00 shall be approved by a majority vote of the Board of Directors prior to executing said contracts; and,

Whereas, contracts in the amount of \$18,345.01 or greater shall be subject to competitive bid in accordance with Sections 1267 and 1274 of the Revised School Code.

Now Therefore Be It Resolved, that <Insert Name> *Brent Swan* and <Insert Name> are hereby authorized to negotiate and implement contracts with service providers for and on behalf of Marshall Academy in accordance with the terms and conditions of this Resolution.

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy Board of Directors at its meeting held on July 30th, 2015

By: *Julie King*
Recording Secretary

Marshall Academy

Board Resolution

3j. Appointment of Title IX, Freedom of Information, and Civil Rights Coordinators

Moved by <Board Member> *Cornwell* and supported by <Board Member> *Kempinski*
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

Board of Directors as a Title IX Coordinator, a Freedom of Information Coordinator, and a Civil Rights 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 IX Coordinator, the Freedom of Information Coordinator, and the Civil Rights 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 Board of Directors hereby appoints the following individual(s) to serve in the role of Title IX Coordinator, Freedom of Information Coordinator, and Civil Rights Coordinator.

| | |
|--------------------------|------------------------------------|
| <Name> <i>Brent Swan</i> | Title IX Coordinator |
| <Name> <i>Brent Swan</i> | Freedom of Information Coordinator |
| <Name> <i>Brent Swan</i> | Civil Rights Coordinator |

I hereby certify that the foregoing resolution was duly adopted by the Marshall Academy

Board of Directors at its meeting held on July 30th, 2015 .

By: <Recorder's Signature> *Jesli Hoop*
Recorder

Marshall Academy

Resolution

3k. Designating the Homeless Children and Youth Liaison

BE IT RESOLVED, that <Name> *Brent Swan* is hereby designed as the Academy's Local Liaison for homeless children and youth as authorized under Title VII-B of the McKinney-Vento Homeless Assistance Act (42 USC 11431 et seq.) in 1987 and as reauthorized by the No Child Left Behind Act of 2001.

I certify that the foregoing resolution was duly adopted by
Marshall Academy

Board of Directors at a properly noticed open meeting held on July 30th, 2015
at which a quorum was present.

Jesli Gray
<Recording Secretary Signature>
By: _____
Recording Secretary

Marshall Academy

Board Resolution

31. Appointment of Legal Counsel

Moved by ^{Cornwell}<Board Member Name> and supported by ^{Kempinski}<Board Member Name>
that the Board ~~approve~~^{table} the following Resolution:

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

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

I hereby certify that the foregoing resolution was ~~fully adopted~~^{tabled} by the Marshall Academy Board of Directors at its meeting held on July 30th, 2015 .

By: Leslie Hoop
Recorder

Marshall Academy
Board Resolution

3m. Appointment of External Auditor

Moved by *Cornwell* <Board Member> and supported by *Kempinski* <Board Member>
that the Board ~~approve~~ *table* the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, to retain the services of the auditing firm of Darnell and Meyering,

whose primary address is 20500 Eureka Road, Taylor, MI 48180
and,

Whereas, the President of the Marshall Academy

Board of Directors is hereby authorized by the Academy Board to negotiate a written contract with the auditing firm of Darnell and Meyering

to provide certain financial services to the Academy's Board of Directors.

Now Therefore Be It Resolved, that the Marshall Academy

Board of Directors hereby appoints the auditing firm of 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 *tabled* ~~duy~~ adopted by the
Marshall Academy

Board of Directors at its meeting held on

By: *Sepulveda*

<Recorder's Signature>
Recorder

Marshall Academy

Resolution

3n. Appointment of Chief Administrative Officer

Moved by *Cornwell* <Board Member Name> supported by *Kempinski* <Board Member Name>
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
<Title Only>
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. *Headmaster*

BE IT FURTHER RESOLVED, that the 20 ~~16~~ -20~~17~~ timeline for budget preparation and approval shall be as follows:

| | |
|----------------------|---|
| | All budget requests are due to the CAO |
| <i>May 2016</i> | CAO to present the proposed budget to the Board |
| <i>June 30, 2016</i> | Public hearing on the proposed budget |
| <i>June 30, 2016</i> | Board adoption of final budget |
| By June 30, 2016 | Annual budget due in Charter Schools Office and State of Michigan |

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

| | |
|---------------------------------------|--|
| FY 20 14 -20 15 | actual budget results |
| FY 20 15 -20 16 | FY results – projected to year-end June 30, 20 |
| FY 20 16 -20 17 | (July 1, 20 16 to June 30, 20 17) 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, 2016, shall utilize a general appropriation act.

Marshall Academy

Resolution

3p. Appointment of Automatic Clearing House/Electronic Transfer Officer (ETO)

Moved by *Cornwell* <Board Member> supported by *Kempinski* <Board Member>
that the Board approves the following Resolution:

Whereas, the Academy Board has determined, by a majority vote, that
<Name> *The Marshall Academy Midwest assigned employee*
shall serve as the Electronic Transfer Officer for

Marshall Academy

Now Therefore Be It Resolved, that <Name> *The assigned Midwest*
and the Academy Board Treasurer, are authorized agents to complete electronic transactions *employee to Marshall Academy*
on behalf of the Academy's governing board.

Be It Further Resolved, that an officer or employee designated by the Treasurer or ETO is responsible for the local unit's ACH agreements, including payment approval, accounting, reporting, and generally overseeing compliance with the ACH policy; and,

Be It Further Resolved, that the officer or employee responsible for disbursement of funds shall submit to the governing board a monthly written report documenting and detailing the goods or services purchased, the cost of the goods or services purchased, and the department levels serviced by payment.

I hereby certify that the foregoing resolution was duly adopted by the
Marshall Academy

Board of Directors at its meeting held on July 30th, 2015

By: *Leslie King*
<Recorder's Signature>
Recorder