

The Governing Authority of the Bio-Med Science Academy met for a Special Meeting on the campus of the Rootstown Local School District in the high school conference room on October 24, 2011. Present were Andrew Hawkins, Tim Sisson, Maria Markakis, Stephanie Lammlein, John Wray, Tom Giovagnoli, Norm Reynolds, Kathleen Ruff, Dale Cook and Connie Baldwin.

The meeting was called to order by Andrew Hawkins at 2:41 p.m.

The pledge of allegiance was recited

Roll Call: Dale Cook, Tom Giovagnoli, Kathleen Ruff, Tim Sisson, John Wray.

**RESOLUTION 2011-10-01**

**ADOPT THE AGENDA**

It was moved by Dale Cook and seconded by Kathleen Ruff to adopt the agenda.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-02**

**APPROVE FISCAL AGENT**

It was moved by Tom Giovagnoli and seconded by Dale Cook to approve the appointment of Connie Baldwin as the fiscal agent for the Bio-Med Academy.

Yes: K. Ruff, T. Sisson, J. Wray, D. Cook, T. Giovagnoli, the motion carried 5-0.

**RESOLUTION 2011-10-03**

**APPROVE DIRECTOR**

It was moved by Dale Cook and seconded by Kathleen Ruff to approve Stephanie Lammlein as Director of the Bio-Med Science Academy, whose contract and compensation shall be set at a later date and, the Treasurer and President of the Governing Authority shall recommend the same at the next meeting.

Yes: T. Sisson, J. Wray, D. Cook, T. Giovagnoli, K. Ruff, the motion carried 5-0.

**RESOLUTION 2011-10-04**

**ACTS OF INCORPORATION**

It was moved by Tom Giovagnoli and seconded by Kathleen Ruff to approve the acts of Amy J. Borman, the Incorporator of the Corporation, in (i) organizing the Corporation, (ii) adopting the Code of Regulations, and (iii) attending to any and all other Corporation matters through the date of this resolution, including but not limited to electing the Directors of the Corporations as the same are hereby approved, ratified, and adopted.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-05**

**PRESIDENT OF GOV. AUTHORITY**

Tom Giovagnoli nominated Kathleen Ruff. Dale Cook seconded. Nominations closed.

It was moved by Tom Giovagnoli and seconded by Dale Cook to elect Kathleen Ruff to the Office of the President of the Corporation who shall serve in said Office for one year or until the election and qualification of her successor or her earlier death, resignation or removal.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-06**

**VP OF GOVERNING AUTHORITY**

Tom Giovagnoli nominated John Wray. Dale Cook seconded. Nominations closed.

It was moved by Dale Cook and seconded by Kathleen Ruff to elect John Wray to the Office of the Vice President of the Corporation, to serve in said Office for one year, or, until the election and qualification of his successor or his earlier death, resignation, or removal.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-07**

**SEC OF GOVERNING AUTHORITY**

Tom Giovagnoli nominated Connie Baldwin. Tim Sisson seconded. Nominations closed.

It was moved by Tom Giovagnoli and seconded by Tim Sisson to elect Connie Baldwin to the Office of Secretary, to serve in said Office for one year, or until the election and qualification of her successor or her earlier death, resignation, or removal.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-08**

**AUTHORIZE PRES . TO SIGN**

It was moved by Dale Cook and seconded by John Wray to authorize the President of the Corporation to sign for and on behalf of the Corporation and in its corporate name all documents necessary to be signed by the Corporation to effectuate these Resolutions and that the Secretary of the Corporation is hereby authorized to attest to and to certify any copies of this or any other resolution adopted by the Board of Directors of the Corporation.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-09**

**SELECT DEPOSITORY**

It was moved by Tim Sisson and seconded by Kathleen Ruff to select Key Bank to be the designated and appointed depository of the funds of the corporation, and that the Corporation's funds shall be subject to be withdrawn on the checks, drafts, notes or orders of this Corporation signed by its President and Treasurer, and, the Secretary is authorized and directed to furnish to the Bank a certified copy of this resolution and execute and deliver to the Bank all other forms and documents necessary or incidental to carry out the purpose of this resolution.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-10**

**PRELIMINARY AGREEMENT**

It was moved by Tom Giovagnoli and seconded by Kathleen Ruff to authorize, approve and ratify the preliminary agreement for contract for a conversion community school with the Rootstown Local School District.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-11**

**REGISTER WITH ATTY GENERAL**

It was moved by Kathleen Ruff and seconded by Dale Cook to authorize the Treasurer to register with the Ohio Attorney General's office or seek exemption from registration under Ohio Revised Code Chapters 109 and 1716 and to have prepared, the necessary forms to register the Corporation with or obtain exemption from the Ohio Attorney General.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-12**

**FEDERAL TAX EXEMPTION**

It was moved by Tom Giovagnoli and seconded by Kathleen Ruff to authorize the Corporation to seek federal tax exemption as a charitable and educational organization as such terms are defined under Internal Revenue Code Section 501(c)(3) and to have prepared an application for exemption for the Internal Revenue Service, or, to seek federal tax exemption under section 115 of the Internal Revenue Code should it deem necessary.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

**RESOLUTION 2011-10-13**

**ACTION OF AGENTS**

It was moved by Tom Giovagnoli and seconded by Dale Cook that any actions taken by the Corporation or its agents in furtherance of any of the activities authorized by the foregoing resolutions are hereby adopted, approved, ratified and confirmed as the lawful and proper acts of the Corporation.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

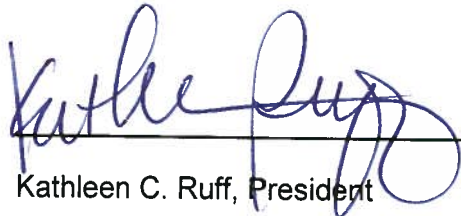
**RESOLUTION 2011-10-14**

**ADJOURNMENT**

It was moved by Kathleen Ruff and seconded by John Wray to adjourn the meeting at 3:30 p.m.

Yes: T. Giovagnoli, K. Ruff, T. Sisson, J. Wray, D. Cook, the motion carried 5-0.

All voting was done via a voice vote.

  
Kathleen C. Ruff, President