

Carroll County Public Schools Education Foundation, Inc.

MINUTES OF THE FIRST MEETING OF THE BOARD OF TRUSTEES

The organization meeting of the Board of Trustees of the Carroll County Public Schools Education Foundation, Inc. (the "Corporation") was held on June 4, 2008 at 8:00 a.m. at the Carroll Non-Profit Center, 255 Clifton Boulevard, Westminster, MD 21157. Robert Long acted as the Chairman of the meeting and Andrea Luchini acted as secretary of the meeting. All of the Trustees/Directors named in the Articles of Incorporation were present at the meeting.

THE UNDERSIGNED, being all of the directors/trustees of the Carroll County Public Schools Education Foundation, Inc., a Maryland corporation, hereby waive the calling or holding of the organizational meeting of trustees, consent to the following actions and to the adoption of the following resolutions, and direct that this written consent be filed with the minutes of proceedings of the Corporation.

Prior to the organization meeting, the trustees had reviewed and discussed the following documents which had been prepared and/or reviewed by counsel, copies of which are attached to these minutes:

Articles of Incorporation of the Corporation; and

Bylaws of the Corporation.

On motion duly made and seconded, the following resolutions were duly adopted by the unanimous vote of the Board of Trustees:

Articles of Incorporation

RESOLVED, that a copy of the Articles of Incorporation certified by the State Department of Assessments and Taxation of Maryland as received and accepted for record be inserted in the minute book of the Corporation by the Secretary of the Corporation.

Bylaws

RESOLVED, that the Bylaws are adopted as the Bylaws of the Corporation.

Election of Officers

RESOLVED, that each of the following persons is elected to the office or offices set forth after such person's name, to hold office until the first meeting of the Board of Trustees and until such person's successor is elected (unless such person resigns, dies or is removed from office prior thereto) and qualifies:

<u>Name</u>	<u>Office</u>
Robert Long	Chairman of the Board
Robin Kable	President/Executive Director
Marlene Titus	Vice President
Gregory Leitner	Vice President
Jean Wasmer	Vice President
Patricia Richardson	Vice President
Marlene Titus	Treasurer
Andrea Luchini	Secretary

Corporate Seal

RESOLVED, that the Board of Trustees may authorize one or more seals, bearing the name of the Corporation, which shall be in the charge of the Secretary, and any other officer designated by the Board, and if the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any rule, law or regulation relating to a corporate seal to place the word adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

Bank Accounts

RESOLVED, that each of the President, any Vice President, or the Treasurer of the Corporation is authorized to establish such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements or to delegate to others the power to execute such agreements as may be necessary or desirable.

RESOLVED, that if any bank or other depository requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, said resolution or resolutions shall be deemed to have been adopted at this meeting; and upon the insertion thereof by the Secretary of the Corporation in the minute book of the Corporation, the Secretary of the Corporation may certify such resolution or resolutions as having been adopted by the Board at this meeting.

Employer Identification Number

RESOLVED, that on behalf of the Corporation, the proper officers of the corporation are authorized and directed to execute and file with the Internal Revenue Service an Application for Employer Identification Number on Internal Revenue Service Form SS-4 or any other such Internal Revenue form as is required.

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall be the twelve months ending with June 30 of each year.

Committees

RESOLVED, that each of the following persons is elected to serve on the Executive Committee of the Corporation:

Robert Long
Marlene Titus
Gregory Leitner
Jean Wasmer
Patricia Richardson

RESOLVED, that each of the following persons is elected to serve on the following Committees of the Corporation:

Awards Committee: Jean Wasmer, Chair; Gary Bauer; Christian Roemer; Carolyn Scott; Paul Scholz

Community Relations Committee: Patricia Richardson, Chair; Teresa Asher; Chuck Faunce; Carey Gaddis; Virginia Harrison; Paul Scholz

Development Committee: Gregory Leitner, Chair; Andrew Heck; Robert Long; Carolyn Scott; Jack Tevis; Gary Harris

Governance Committee: Marlene Titus, Chair; Phil Cornblatt; Chuck Faunce; Nancy McCormick; Virginia Harrison; Phil Ruzbarsky; Elizabeth Welliver

RESOLVED, that the proper officers of the Corporation are authorized and empowered to take such further action as may be necessary or in their opinion desirable to effect the intent and purpose of the foregoing resolutions.

There being no further business, the meeting is adjourned.

Respectfully submitted,

Secretary

IN WITNESS WHEREOF, the undersigned Board of Trustees has executed this Consent as of the fourth day of June, 2008.

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