

Annual Meeting of the Corporation
for
Fiscal Year 2016
(July 1, 2015 – June 30, 2016)

Meeting Date: August 25, 2016

Location: Figo

In Attendance: Nathan Mize, President
Tony Waybright, Vice President
Cheryl Waybright, Secretary
Steve Budow, Treasurer

Call to Order: Nathan called the meeting to order at 12:03 pm.

Objective: The key objectives of the meeting were achieved as outlined:

- annual meeting of incorporating officers;
- information reports of past year activity;
- formalize transition standards for governance;
- elect new officers.

Reports:

Governance: Taninma Logan has been acting as “President” with Cheryl serving as Secretary and Treasurer as per this team’s prior agreement.

The corporation continues to abide by the CCSD ruling that CCSD employees are not voting members of financial booster clubs (includes foundations). Jonathan Tanner is serving as Ex-Officio in his role as principal. Two teachers, Anita Hogan and Venus Corbin-May, are actively participating in all board matters as teacher liaisons.

The School Council is represented on the board by Stephanie Hutchinson, a parent.

The School Council (Tony) is in the process of securing the final details for the Smyrna Business Association VP to join the board.

The separation of the former CMS Foundation from the CCSD Foundation was started. The CCSD foundation is due to refund \$3,267.25 to the CMS Foundation.

Fundraising: The principal, school council, PTSA, and Foundation met over the summer and developed the needed funding. The August 14th funding list was attached to the agenda.

The foundation has kicked off the Spartan Up campaign. See the foundation's website for more details.

<http://www.campbellmiddlefoundation.org/spartan-up.html>

The foundation agreed to be point of contact for the Great American fundraiser at request of the principal.

The foundation will host "A Night in Italy" in early November as a low-cost fundraising family event.

The foundation will host "A Murder Mystery" (France themed) in the spring as the higher cost, adult only fundraising event.

The foundation has launched Spartan Sparks which involves games for students to pay to play – prizes will be funded by the game proceeds.

Administrative: The formal name of the corporation remains as established, Campbell International Baccalaureate Foundation, Inc. though the team is using "Campbell Middle School Foundation" as a DBA.

Steve completed the IRS 990 filing for FY15 inclusive of paperwork to change from calendar year to fiscal year.

Cheryl completed the IRS 990 filing for FY16 for the main corporation but did not file the DBA paperwork.

Cheryl completed the 2016 State of Georgia Annual Registration.

Steve transitioned all online access and paperwork to Cheryl though remains as registered agent.

It was discovered that Cheryl and Nathan were not added to the bank account at PNC. Cheryl and Steve met at the bank and added Cheryl, Steve to remain on the account as administrative oversight.

PayPal was established in Steve's name and continues to be. That will need to transition to Cheryl soon.

Square appears to be set up in Cheryl's name.

Weebly was selected as the webhost and is active (\$99/year). See www.campbellmiddlefoundation.com.

The web domain (noted above) was purchased from Google and the foundation utilizes Google for e-mail services (\$12/year).

Finance:

- FY2016 began the year (July 1, 2015) with assets of \$205.97 (\$170 in the bank and \$35.97 in PayPal.)
- Total donations in FY2016 were \$342 deposited funds and \$197 in-kind. The list for deposited funds includes:

Nathan Mize	\$100.00
Anthony & Cheryl Waybright	\$42.00

Jonathan Tanner	\$25.00
Daniel & Saralee Parker	\$100.00
Denise Tremmel	\$50.00
Stephanie Hutchinson	\$5.00
William McLochlin	\$20.00

- In-kind donations included:
 - UUA Printing donated the Cups (\$138).
 - Tony & Cheryl Waybright donated six months of the web hosting fees. (\$59)
- Expenses for FY2016 were \$109.56, including:
 - PayPal Processing \$8.56
 - Website Domain Fee \$12.00
 - Website Hosting Fee \$59.00
 - GA State Registration \$30.00
- FY2016 closed the year (June 30, 2016) with assets of \$438.41 (\$234.97 in the bank and \$203.44 in PayPal).
- The separation of the former CMS Foundation from the CCSD Foundation was started. The CCSD foundation is due to refund \$3,267.25 to the CMS Foundation.

Governance & Leadership

- Taninma Logan has been acting as “President” with Cheryl serving as Secretary and Treasurer.
- Since the last meeting of this board on September 10, 2015, the two have been working to recruit the new board, setting goals, establishing the presence in the school and getting ready for launching fundraising for the 2016-2017 school year.
- Stephanie Hutchinson, Venus Corbin-May, and Anita Hogan joined the team in mid-spring 2016. Kevin Drawe and Anthony Witaker participated in one informal conference call but have not returned.
- The involvement of the faculty is a tremendous support to the foundation as Venus chairs the faculty fundraising team of teachers. They are all eager to support the foundation.
- CMS has experienced tumult typical to rolling out a foundation.
- JoAnna Deering is anxious to establish an operating handbook that builds on the work that Steve and Cheryl started to ensure effective and transparent operations.
- Rhonda Powell-Woodward’s past experience as a PTSA President and her role as Treasurer of the JCC will prove valuable.

Voting Items:

Below captures all action items requiring a vote. After discussion, Steve Budow motioned to approve all items in one vote. Nathan Mize seconded. All in favor, all approved.

The team asked Cheryl to carry forward the information to the newly elected board. Minutes of this meeting will be approved by those in attendance at this meeting via email – satisfying Section 4.09, Action Without a Meeting.

Governance:

Motion to approve the September 10, 2015, minutes of meeting.

Motion: Proceed with the official name change with the IRS and State of Georgia to Campbell Middle School Foundation, Inc.

Motion: Proceed with revisions to the corporate bylaws to reflect all actions from this meeting no later than November 30, 2106.

Motion: Proceed with the necessary revisions to the Articles of Incorporation no later than November 30, 2016, to:

- support the name change (Article I);
- support the address change (Articles II, III, VII
- add “not” in Article VI to align with Article 3 of the bylaws in reference to members;
- revise to Article IX to reflect that upon dissolution, assets shall be distributed to the Campbell Middle School Principal’s discretionary budget for the purposes of funding innovative and extraordinary learning experiences not funded by the Cobb County School District. This will require a corresponding change to the bylaws, Article 8.

Motion: Proceed with the necessary revisions to the Conflict of Interest Policy to support the name change no later than November 30, 2016.

Motion: Proceed with the necessary revisions to the IRS Form 1023 Statement to support the name change and purpose no later than March 31, 2017.

Motion: Proceed with updating IRS Form 2848 naming JoAnna P. Deering, Esq., CPA, with power of attorney for the corporation no later than March 31, 2017.

Motion: Proceed with updating necessary paperwork to name JoAnna P. Deering, Esq., CPA, as registered agent no later than March 31, 2017.

Motion: Proceed with a formal audit for the FY2015, FY2016, and FY2017 operations during July of 2017. (Activity in FY2015 and

FY2016 was minimal, as such, will be incorporated into the next year audit.)

Board Structure:

Motion: for the purpose of increasing the continuity between the Campbell Middle School Council and the Foundation leadership teams, amend the bylaws of the corporation to reflect that a member of the Council will actively serve on the board of the Foundation and shall be named on or before May 15th for the serving the next term that runs from July 1 thru June 30.

Motion: for the purpose of increasing the visibility and partnership within the local business community, amend the bylaws of the corporation to reflect that the Vice President (serving as President-Elect) of the Smyrna Business Association actively serve on the board of the Foundation and shall serve a term that runs from July 1 thru June 30.

Motion: Formally update the bylaws to reflect the Principal of Campbell Middle School shall be listed as Ex-Officio member of the board by virtue of his/her position as principal and is afforded the same rights as other members of the board except at all times shall abstain from voting to avoid conflict with Cobb County School District administrative rules related to faculty and staff's involvement in booster clubs (which foundations are classified per CCSD).

Motion: Formally update the bylaws to reflect that no more than two members of the faculty may be listed as teacher liaisons to the board by virtue of his/her position as a faculty member. These members are afforded the same rights as the Ex-Officio and at all times shall abstain from voting to avoid conflict with Cobb County School District administrative rules related to faculty and staff's involvement in booster clubs (which foundations are classified per CCSD).

Officers:

Motion that Taninma Logan be officially named President of the Corporation for the July 1, 2016 – June 30, 2017, term of office including the provision that her term shall be extended to the next fiscal year should she wish to continue.

Motion that Steve Budow be officially named Vice President of the Corporation for the July 1, 2016 – June 30, 2017, term of office for the purposes of assisting the new Secretary with all name change and governance items.

Motion that Cheryl Waybright transition from Secretary to Treasurer of the Corporation for the July 1, 2016 – June 30, 2017, term of office including the provision that her term shall be extended to the next fiscal year should she wish to continue.

Motion that JoAnna Deering be officially named Secretary of the Corporation for the July 1, 2016 – June 30, 2017, term of office including the provision that her term shall be extended to the next fiscal year should she wish to continue in that role.

Directors: Motion to accept Stephanie Hutchinson as the Council representative for the July 1, 2016 – June 30, 2017, term of office.

Motion to accept Jabar Dozier as the SBA representative for the July 1, 2016 – June 30, 2017, term of office if he accepts.

Motion to accept Rhonda Powell, parent and current Treasurer of the Jesse Coleman Council as a Director for a two year term July 1, 2016 – June 30, 2018.

Motion to include Venus Corbin-May and Anita Hogan as ex-officio Teacher Liaisons to the board.

Adjournment: With no further business to discuss, Steve Budow, as the now ranking officer in attendance thanked Tony and Nathan for their service during this grand adventure and motioned that the meeting be adjourned. Tony seconded, all approved. Meeting adjourned at 1:18 pm.

APPROVAL WITHOUT A MEETING

Motion to approve the minutes of the Annual Meeting of the Corporation of August 25, 2016.

From: Tony Waybright [mailto:alwaybright@gmail.com]
Sent: Friday, August 26, 2016 11:21 AM
To: Cheryl Waybright
Subject: Re: FW: CMSF Minutes of Meeting August 25 - please reply

agreed lets put this away

From: Nathan Mize
Sent: Thursday, August 25, 2016 7:06 PM
To: 'Cheryl Waybright'; 'Steve Budow'; 'Tony Waybright'
Subject: RE: CMSF Minutes of Meeting August 25 - please reply

AYE!!!!!!

Sent from my Windows Phone

From: Steve Budow
Sent: Thursday, August 25, 2016 6:39 PM
To: 'Cheryl Waybright'; 'Nathan Mize'; 'Tony Waybright'
Subject: RE: CMSF Minutes of Meeting August 25 - please reply

I second. Steve Budow

From: Cheryl Waybright
Sent: Thursday, August 25, 2016 6:19 PM
To: 'Nathan Mize'; 'Steve Budow'; 'Tony Waybright'
Subject: CMSF Minutes of Meeting August 25 - please reply

Per Section 4.09 of the bylaws, action without a meeting, someone please reply with a second and the others reply with an affirmative vote noting your concurrence to the motion:

Motion to approve the minutes of the Annual Meeting of the Corporation of August 25, 2016.

Thanks!
Cheryl