

**Minutes of First Meeting of Board of Directors**  
**of**  
**Friends of Dinsmore Elementary, Inc.**

The board of directors of Friends of Dinsmore Elementary, Inc. held its first meeting on February 14, 2019 at 1:00p.m., at Dinsmore Elementary, 7126 Civic Club Drive, Jacksonville, FL 32219.

All directors listed in the Articles of Incorporation were present in person:

- Linda Brunson
- Wanda Reese
- Roger Mann

Every director was present and therefore foregoes any requirement for notice of meeting or waiver thereof.

**Appointment of Temporary Chair and Secretary**

The following persons were unanimously appointed to temporary chair and secretary:

- Linda Brunson, Temporary Chairperson
- Wanda Reese, Temporary Secretary

Each accepted his/her appointment. Thereafter, the temporary chairperson presided at the meeting and the temporary secretary acted as secretary of the meeting.

**Articles of Incorporation**

The chairperson announced the articles of incorporation are on record with the Florida Secretary of State with a filing date of January 23, 2019. Friends of Dinsmore Elementary, Inc. is recognized as a corporation by the State of Florida by document number N19000000960. It was unanimously

RESOLVED, that the newly elected president is directed to see that a copy of the articles of incorporation, file-stamped, and certified by the secretary of state is kept at the corporation's principal office.

**Bylaws**

The chairperson presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and, on recommendation duly made, it was unanimously

RESOLVED, that the bylaws presented at this meeting be and hereby are adopted as the bylaws of the corporation;

RESOLVED FURTHER, that the temporary secretary instructs the newly elected president to keep an original at the corporation's principal office.

### **Election of Directors**

The following persons were unanimously elected to the offices shown after their names:

- Linda Brunson, President
- Wanda Reese, Secretary
- Roger Mann, Treasurer

Each initial term is one year.

Each accepted his/her office. Thereafter, the president presided at the meeting and the secretary of the corporation acted as secretary of the meeting.

### **Conflict of Interest Policy**

The president presented a proposed conflict of interest policy along with the accompanying acknowledgement and disclosure form. The conflict of interest policy was considered and discussed and on recommendation duly made, it was unanimously

RESOLVED, that the conflict of interest policy and accompanying acknowledgement and disclosure form were adopted for use by this corporation;

RESOLVED FURTHER, that the secretary instructs the president to see that the signed originals are kept at the corporation's principal office.

### **Tax Exemptions**

The president announced that application for 501(c)(3) exemption is ready to be mailed to the Internal Revenue Service following this first board meeting. It was unanimously

RESOLVED, that the president is to apply for 501(c)(3) exemption.

RESOLVED FURTHER, once the Federal tax exempt status is obtained, the president is to apply for State of Florida income and sales tax exemptions.

RESOLVED FURTHER, once the Federal tax exempt status is obtained, the president is to register with the State of Florida as a fundraiser and file the Florida Small Charitable Organizations/Sponsors Application.

### **Bank Account**

The treasurer expressed the desire to establish a bank account and it was unanimously

RESOLVED, that the funds of this corporation shall be deposited with Wells Fargo.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank.

RESOLVED FURTHER, that any officer of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by the President or Treasurer.

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

### **Website**

The president proposed the creation of a website for the corporation and it was unanimously

RESOLVED, the domain name for the website should be FriendsofDinsmore.org since:

- Dinsmore.org is already taken and the registrant intends to keep it for a family tree,
- FODE is already taken, and
- FriendsofDinsmoreElementary is even a longer name.

### **Facebook**

Since the school has a Facebook page and since a second, albeit unofficial, Facebook page exists for the school, it was unanimously

RESOLVED, this corporation will not establish a Friends of Dinsmore Elementary Facebook page.

### **Email**

Once the Federal tax exempt status is obtained, email address(es) for the corporation should be established. It was unanimously

RESOLVED, that the president is to establish a Google account for the corporation.

FURTHER RESOLVED, the Google account will be used to establish email for the corporation.

### **Adjourning the Meeting**

Since there was no further business to come before the meeting, the meeting was adjourned.

Dated: February 14, 2019

Signed: \_\_\_\_\_

Wanda Reese, Secretary