

**MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS
OF**

Montgomery County Safe Sleep Coalition

The organizational meeting of the Board of Directors of *Montgomery Safe Sleep Coalition*, a Texas non-profit corporation, was held *virtually via the TEAMS platform*, at *9:30 am*, on *Monday, April 12, 2021*

The undersigned, being all of the members of the initial Board of Directors of *Montgomery Safe Sleep Coalition* named in the Corporation's Certificate of Formation filed with the Secretary of State of Texas were present.

Lisa Owens was appointed Chairman of the meeting and *Karen Thomas* was appointed Secretary of the meeting.

CERTIFICATE OF FORMATION

The Secretary then presented and read to the meeting a copy of the Certificate of Formation and reported that the original thereof was filed in the office of the Secretary of State of the State of Texas on *October 2, 1010*, and that the Secretary of State issued a formal Acknowledgment of Filing to the Corporation on that date. The Secretary presented the Acknowledgment of Filing annexed to an approved duplicate of the Certificate of Formation as filed and it was ordered inserted into the corporate record book.

BYLAWS

A copy of the proposed Bylaws will be distributed to the board members virtually at a later date. These bylaws will be considered and upon motion will be duly made, seconded and carried. At that point these Bylaws will be adopted as and for the Bylaws of the Corporation and ordered signed and inserted into the corporate record book. This copy of the Bylaws will be available for inspection by the members of the Corporation.

PRINCIPAL OFFICE

Upon motion duly made, seconded and carried, it was

RESOLVED, that the Corporation's principal office be located and maintained at *2202 Riva Row, Apartment# 4424, Spring, Texas 77380* and that meetings of the Board of Directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

MINUTE BOOK AND CORPORATE RECORDS

The Secretary submitted to the meeting the corporate record book for maintenance of the Corporation's records. Upon motion duly made by *Karen Thomas*, seconded by *Dr. Janice Hobbs* and carried, it was

RESOLVED, that the corporate record book is adopted as the record book of the Corporation, and further,

RESOLVED, that the Corporation maintain appropriate corporate records in the corporate record book, including but not limited to originals, copies or certified copies of the Corporation's original and any amended, corrected or restated, Acknowledgment of Filing, Certificate of Formation, Bylaws, minutes of meetings, and written consents.

RESOLVED, *that the Corporation shall not be required to develop produce or use a corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation. As a substitute for the corporate seal, all official documents requiring a seal will be notarized.*

OFFICERS

The Chairman of the meeting then called for the election of officers of the Corporation. The following persons were nominated to the office preceding their name:

<u>Office</u>	<u>Name</u>
<i>Co-Presidents</i>	<i>Lisa Owens, MD</i> <i>Ashton Herring, NRP</i>
<i>Secretary</i>	<i>Karen Thomas, MSN, RNC</i>
<i>Director of Organizational Development</i>	<i>Janice Hobbs, MD, MPH</i>

No further nominations being made, the nominations were closed and the directors proceeded to vote on the nominees. The Chairman announced that the foregoing nominees were elected to the offices set before their respective names to serve as such at the pleasure of the Board of Directors or pursuant to the terms of any written employment agreement executed by the Corporation and the respective officer.

EMPLOYMENT AGREEMENTS

Upon motion duly made by *Karen Thomas*, seconded by *Dr. Lisa Owens* and carried, it was

RESOLVED, that the President of the Corporation is authorized to execute on behalf of the Corporation, an employment agreement with whomever the Corporation sees fit.

BANK ACCOUNT

Upon motion duly made by *Karen Thomas*, seconded by *Dr. Lisa Owens* and carried, it was

RESOLVED, that the Corporation *will establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions*, and that the officers of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

ORGANIZATIONAL COSTS

Upon motion duly made by *Karen Thomas*, seconded by *Dr. Lisa Owens* and carried, it was

RESOLVED, that the attorney's fees, filing fees and other expenses and charges incurred and that may be incurred by the Corporation or persons acting on behalf of the Corporation in connection with the formation of the Corporation are reasonable and shall be paid or reimbursed by the Corporation.

ACCOUNTABLE PLAN

Upon motion duly made by *Karen Thomas*, seconded by *Dr. Janice Hobbs* and carried, it was

RESOLVED, that the Corporation establish an "Accountable Plan" whereby directors, officers and employees may receive advances for or reimbursement of expenses if: *(1) the expense has a stated business purpose related to the Corporation;* (2) *the director, officer, or employee provides substantiation to the Corporation for all expenses;* and (3) *the director, officer or employee returns all excess reimbursements within a reasonable time, and further,*

RESOLVED, that the following methods will meet the "reasonable time" definition: (1) an advance is made within *thirty (30) days of when an expense is paid or incurred;* (2) an expense is substantiated to the Corporation within sixty *(60) days after the expense is paid or incurred;* and (3) an excess amount is returned to the Corporation within one hundred twenty *(120) days after the expense is incurred, and further,*

RESOLVED, that substantiation of business expenses will include: business purpose, business relationship (including names of persons present), cost (itemized accounting), time, and place; and, auto mileage reimbursed must be substantiated by a daily mileage log which separates business and personal miles.

PROFESSIONAL SERVICES

Upon motion duly made by *Karen Thomas*, seconded by *Dr. Janice Hobbs* and carried, it was

RESOLVED, that Eve Kahn be retained as *tax attorney* for the Corporation, to serve at the pleasure of the Board of Directors.

MISCELLANEOUS

FURTHER INSTRUCTIONS TO OFFICERS

Upon motion duly made by *Karen Thomas*, seconded by *Ashton Herring* and carried, it was

RESOLVED, that the officers of the Corporation are authorized to do all things and take all action necessary and helpful to carry out the above resolutions and all acts of the officers and

any persons acting for the Corporation which are consistent with the above resolutions are ratified and adopted as the acts of the Corporation.

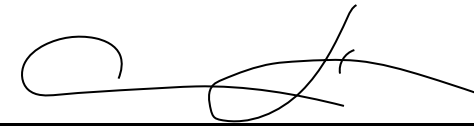
The Chairman asked whether there was any further business to come before the Directors at this meeting, and there being no response, the meeting was adjourned.

DATE: *Monday, April 12, 2021 @ 10:00am*

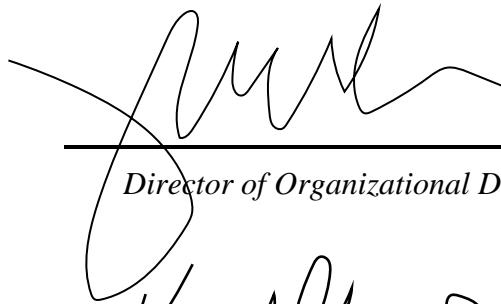
Organizational Development Minutes approved by



Co-President - Lisa Owens, DO



Co-President - Ashton Herring, NRP



Director of Organizational Development - Janice Hobbs, MD, MPH



Secretary - Karen Thomas, MSN, RNC