

MINUTES OF MEETING
OF
BOARD OF TRUSTEES
OF
YOUNGSTOWN STATE UNIVERSITY

Tod Administration Building
Friday, September 22, 1989

Pursuant to Resolution YR 1989-72, and to Notices mailed on the seventh day of September, 1989 by the Acting Secretary to the Board to each Trustee, (a copy of which precedes these Minutes) with copies to the President of the University; to the President of the YSU Chapter of OEA; to Alan R. Kretzer, Special Counsel appointed by the Attorney General of Ohio; and to the Executive Director of YSU Alumni Association, a Regular Meeting (one-hundred and thirty-sixth) of the Board of Trustees of Youngstown State University convened at 3:00 p.m. in the Board Room in Tod Administration Building.

Ten Trustees were present at the meeting, to-wit: Mrs. Elizabeth C. DeLuca, Mr. Edward A. Flask, Dr. John F. Geletka, Mr. Mark E. Lyden, Mrs. Emily P. Mackall, Mr. Richard P. McLaughlin, Mr. Michael I. Monus, Mr. Martin J. O'Connell, Dr. Earnest Perry, and Ms. Amy McFarland.

Also present were Dr. Neil D. Humphrey, President; Dr. Bernard T. Gillis, Provost; Dr. Taylor Alderman, Vice President--Personnel Services; Dr. Lawrence E. Looby, Vice President--Institutional Advancement; Dr. Charles A. McBriarty, Vice President--Student Services; Mr. Michael Skurich, Manager, Technical Services, Facilities; Mr. Philip A. Snyder, Director, News Service; Mr. Alan R. Kretzer, Special Counsel to the Attorney General of Ohio; Ms. Rose M. Butler, Acting Secretary to the Board of Trustees, and Ms. Patricia D. Martin, Acting Secretary to the Board of Trustees.

Mrs. Emily P. Mackall, Chairperson of the Board, presided.

ITEM I - PROOF OF NOTICE OF MEETING

A quorum being present, the proof of notice of meeting was waived.

ITEM II - MINUTES OF REGULAR MEETING HELD JUNE 30, 1989, SPECIAL MEETING OF AUGUST 10, 1989, AND SPECIAL MEETING HELD SEPTEMBER 20, 1989

The Chairperson reported that copies of the draft minutes of the above mentioned meetings had been received by each Trustee. There being no additions or corrections, Mr. McLaughlin moved and Mr. O'Connell seconded that the Minutes of the meetings be accepted as received. Motion passed unanimously.

ITEM III - RECOMMENDATIONS OF THE PRESIDENT OF THE UNIVERSITY

Dr. Humphrey recommended that four resolutions be adopted by the Board.

After a Motion, which was made by Dr. Geletka and seconded by Dr. Perry, had received the affirmative vote of each Trustee present, the Chairperson declared the following Resolution duly adopted:

a. Resolution to Ratify Faculty/Staff
Appointments

YR 1990-1

WHEREAS, the Policies of the Board of Trustees direct the President to appoint such employees as necessary to effectively carry out the operation of the University; and

WHEREAS, new appointments have been made subsequent to the June 30, 1989 regular meeting of the Board of Trustees; and

WHEREAS, such appointments are in accordance with the 1989-90 Budget and with the University policy on Equal Employment Opportunity;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees does hereby ratify and confirm the appointments as listed in Exhibit A attached hereto.

Dr. Humphrey called upon Dr. Looby to comment on gifts to the University.

Dr. Looby reported that since the June Meeting, over \$500,000 in cash and pledges had been received toward the Residence Hall Campaign. He reported that the breakdown of those contributions is as follows: \$462,000 from foundations; \$139,500 from banks and savings and loans; \$678,300 from individuals and \$347,750 from corporations.

After a motion, which was made by Mrs. DeLuca and seconded by Mr. O'Connell, had received the affirmative vote of each Trustee present, the Chairperson declared the following Resolution duly adopted:

b. Resolution Accepting Gifts

YR 1990-2

WHEREAS, Resolution YR 1980-34 provides that the President shall compile a list of gifts to the University for each meeting of the Board of Trustees and present the list accompanied by his recommendation for action by the Board; and

WHEREAS, the President has reported that the gifts as listed in Exhibit B attached hereto are being held pending acceptance and he recommends their acceptance;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby accept these gifts on behalf of Youngstown State University and instructs the President to acknowledge such acceptance to the donors and to express our gratitude for their generosity to the University.

Dr. Humphrey reported that Dr. Michael J. Vuksta has resigned his position as the University's Team Physician after many years of service, and that a Resolution of appreciation adopted by the Board is appropriate.

After a motion, which was made by Mrs. DeLuca and seconded by Dr. Geletka, had received the affirmative vote of each Trustee present, the Chairperson declared the following Resolution duly adopted:

c. Resolution of Appreciation

YR 1990-3

WHEREAS, Dr. Michael J. Vuksta has served as Youngstown State University's Team Physician since 1957 and has provided comprehensive medical care for all men's and women's teams; and

WHEREAS, Dr. Vuksta has exhibited leadership by his development of current substance abuse testing and education program which has been a model for other universities; and

WHEREAS, he has been active and often a leader in activities involving the University and community including serving as President of the YSU Penguin Club and Chairman of the Sports Medicine Advisory Committee for the Ohio High School Athletic Association; and

WHEREAS, he has been inducted into the Youngstown State University Athletic Hall of Fame and is a Fellow of American College of Sports Medicine;

NOW, THEREFORE, BE IT RESOLVED, that the Trustees of Youngstown State University do hereby express to Dr. Michael J. Vuksta and enter upon their Minutes, their appreciation for his dedication, and for the time and efforts devoted by him during the past thirty-two years during which he has served as Youngstown State University's Team Physician; and that a copy of this Resolution be transmitted to him.

Dr. Humphrey reported that William B. Coulter, Chancellor of the Ohio Board of Regents has announced his retirement after many years of public service to the State of Ohio, and that adoption of a Resolution of appreciation concerning his leadership on behalf of higher education is appropriate.

After a motion, which was made by Dr. Perry and seconded by Mr. O'Connell, had received the affirmative vote of each Trustee present, the Chairperson declared the following Resolution duly adopted:

d. Resolution Concerning William B. Coulter

YR 1990-4

WHEREAS, William B. Coulter has had a distinguished career of public service in the State of Ohio for more than 30 years; and

WHEREAS, Mr. Coulter has served with high integrity as Chancellor of the Ohio Board of Regents since 1984; and

WHEREAS, Mr. Coulter has announced his resignation and retirement, effective December 31, 1989;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby commend Mr. Coulter for his excellent leadership on behalf of higher education, and extends its best wishes in his retirement.

ITEM IV - REPORT OF THE PRESIDENT OF THE UNIVERSITY

1. Dr. Gillis, Provost, reported concerning the following matters:

a. Master of Health Services Program.

The final proposal for this program will be revised and sent to the Regents Advisory Committee on Graduate Studies for their recommendation to the Ohio Board of Regents.

b. Executive M.B.A. Program.

The proposed Executive M.B.A. program, set to start January 1, 1990, has recommended a budget for its operations. A resolution to authorize the Executive Sequence of the M.B.A. program will be presented for consideration by the Budget and Finance Committee of the the Board of Trustees.

c. Research Challenge Proposals.

Four proposals were selected for funding in the Research Challenge Program of the Ohio Board of Regents. (1) The Activity of Xanthine Oxidase Leukocytic Activity in Plasma of Patients with Adult

Respiratory Distress Syndrome, (John J. Yemma, Ph.D. and John Politis, M.D.) - \$8,705; (2) Investigations of Catecholamine Chemiluminescence, (James H. Mike, Ph.D. - \$30,159; (3) The Acid/Base Property Changes of Various Drugs upon Interaction with Lipid Membranes as Determined by Internal Attenuated Reflection Infrared Spectroscopy, (Daryl W. Mincey, Ph.D.) - \$32,000; and (4) Vitamin E. Studies in Sickle Cell Anemia and Sickle Cell Trait Patients, (Leonard B. Spiegel, Ph.D. - \$28,000.

d. New Department in School of Education.

In order to pursue the development of a Doctorate program in Educational Administration, the Dean of the School of Education has proposed splitting the Department of Secondary Education and Administration to two departments. The split would result in secondary curricular matters remaining in the Department of Secondary Education and the administrative content and doctoral program being placed in a new department to be known as Department of Educational Administration. A resolution to establish and fund the new department will be presented by the Budget and Finance Committee for Board approval.

2. Mr. Skurich, Manager of Technical Service, Facilities (reporting for Mr. Salata).

a. Student Housing Project

Mr. Skurich stated that bids are underway for the Student Housing Project, and that negotiations to acquire 12 parcels of land have been successful.

b. Holliday Property

The "Offer to Sell" has been accepted by Mr. Holliday. The University should gain possession of the property by summer, 1990, and occupancy could take place as early as fall, 1990.

c. Preliminary Capital Plans

Mr. Skurich reported that the total YSU request amounted to \$17,179,000; OBOR recommendation totals \$10,985,807. A handout listing the requests of all Ohio state-assisted universities in comparison to the OBOR recommendation was presented.

3. Dr. Mears, Director of Budget and Institutional Studies.

a. Department of Environmental and Health Services

Dr. Mears introduced Dr. Len Perry, Director of the newly developed Department of Environmental and Health Services. Dr. Perry gave a

report on the organization of the department and introduced the staff. a slide presentation showing the operation of the department was given.

The Chairperson then thanked all staff for their reports.

The Chairperson asked for a motion to adjourn into an executive session for the purpose of collective bargaining discussion.

Mrs. DeLuca moved and Mr. O'Connell seconded that the Board adjourn for an executive session. Mrs. Mackall requested the Acting Secretary to conduct a roll call vote upon the Motion, the results of which are as follows ("Yes" being in favor of the Motion):

Mrs. DeLuca	Yes	Mr. McLaughlin	Yes
Mr. Flask	Yes	Mr. Monus	Yes
Dr. Geletka	Yes	Mr. O'Connell	Yes
Mr. Lyden	Yes	Dr. Perry	Yes
Mrs. Mackall	Yes		

The Trustees then retired into Executive Session at 3:35 p.m. in the Manchester Room.

Upon conclusion of the Executive Session, the Trustees reconvened in the Board Room.

ITEM V - REPORTS OF THE COMMITTEES OF THE BOARD OF TRUSTEES

1. Personnel Relations

Mr. Monus reported that the Personnel Relations Committee recommended one Resolution for adoption by the Board. He then read and moved for adoption the following Resolution:

a. Resolution to Ratify Tentative Agreement YR 1990-5

WHEREAS, representatives of the University have entered into a tentative Agreement with representatives of the University Chapter of the Ohio Education Association; and

WHEREAS, the University Chapter of the Ohio Education Association has ratified the Agreement;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Youngstown State University that the 1989-91 Agreement between the University and the University Chapter of the Ohio Education Association be and is hereby ratified.

The motion was seconded by Mr. O'Connell. The motion received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

2. Building and Property

Mr. Flask reported that the Building and Property Committee recommended two resolutions for adoption by the Board. He then read and moved for adoption, the following Resolution:

a. Resolution to Authorize Land Appropriation Procedure YR 1990-6

WHEREAS, the Board of Trustees of Youngstown State University, through its amended Long Range Facilities Master Plan, has authorized the University administration to enter into negotiations to purchase real estate within the area bounded on the north by Madison Avenue, on the south by the Freeway Access Road, on the west by the intersection of Madison Avenue and Michigan Avenue, and on the east by Elm Street; and

WHEREAS, negotiations for City Lot Nos. N. pt. 4827, 4830, 4831, 4832, 4841, 4842, 4844, 4845, 4847, 10345, 10344, 10340, 10337, 10336, N. pt. 0L 218, 1841, 1842, pt. 3748, pt. 1844 and 1848 are at impasse;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the administration to request the Ohio Department of Administrative Services to appropriate the above identified parcels of real estate.

The motion was seconded by Mr. O'Connell and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Mr. Flask then read and moved for adoption the next Resolution.

b. Resolution to Modify Facility Master Plan YR 1990-7

WHEREAS, the property located at 656 Wick Avenue was not included as part of the Facility Master Plan when adopted in June 1985; and

WHEREAS, the University is in need of additional student housing; and

WHEREAS, the property is available and it is cost effective to renovate the buildings for University student housing; and

WHEREAS, it is in the best interest of Youngstown State University that this property be acquired to meet a University need;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the University administration to purchase property fronting on the west side of Wick Avenue, known as 656 Wick Avenue and including City Lot Nos. 889, pt. 890 and pt. 913, following usual University procedures for purchase of property, and does hereby modify the Facility Master Plan adopted on June 7, 1985, and as subsequently revised, to include the area described above.

The motion was seconded by Mrs. DeLuca and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Humphrey noted for the record that execution of the sales agreement for this property was pending, following adoption of this Resolution.

3. Budget and Finance Committee

Dr. Geletka reported that the Budget and Finance Committee recommended eight Resolutions for adoption by the Board. He then read and moved for adoption the following Resolution:

a. Resolution to Establish Full-Time Positions

YR 1990-8

WHEREAS, guidelines for administration of the fiscal 1989-90 budget require approval of the Board of Trustees for the creation of full-time positions from funds budgeted for part-time positions, intermittent staff, or student wage assistants; and

WHEREAS, it has been determined in four situations that personnel needs can be met more effectively through the utilization of full-time employees rather than part-time, intermittent, or student wage employees;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the establishment of the four positions listed on Exhibit C appended hereto, with funds to support each of the positions to be transferred from previously budgeted funds in each area.

The motion was seconded by Mrs. DeLuca and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for the adoption of the following Resolution:

b. Resolution to Provide Funds and to Establish a Major Equipment Emergency Repair Reserve Fund

YR 1990-9

WHEREAS, the FY 1989-90 Budget document adopted by the Board of Trustees requires the approval of the Board of Trustees for transfers from the Unallocated Reserve, Educational and Associated Operations (Fund One); and

WHEREAS, it is recognized that major equipment items may require major emergency repairs that are beyond the scope of normal maintenance contracts; and

WHEREAS, it is not cost effective to budget within each affected department the funds that potentially would be needed for major emergency repairs;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize and direct the transfer of \$10,000 from the Unallocated Reserve, Fund One, to a Major Equipment Emergency Repair Reserve Fund and does direct that such a reserve fund be established.

The motion was seconded by Mr. Lyden and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for adoption the following Resolution:

c. Resolution to Transfer Funds from the Unallocated Reserve, Educational and Associated Operations Fund

YR 1990-10

WHEREAS, the FY 1989-90 budget document adopted by the Board of Trustees requires the approval of the Board of Trustees for all transfers from the Unallocated Reserve, Educational and Associated Operations, (Fund One); and

WHEREAS, measures to control clay and glaze dusts in the material preparation rooms in the ceramic studios in Bliss Hall have been found to be inadequate; and

WHEREAS, after review of appropriate University officials it has been determined that it is in the best interests of the University to continue the position of Coordinator of Nontraditional and Evening Student Services;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the transfer of \$49,063 from the Unallocated Reserve in the Educational and Associated Operations fund as follows:

- \$35,500 to the Maintenance and Repair of Buildings department for the purchase and installation of dust control equipment in Bliss Hall; and
- \$13,563 to the Student Support Programs department to continue the position of Coordinator of Nontraditional and Evening Student Services.

The motion was seconded by Dr. Perry and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for adoption of the following Resolution:

- d. Resolution Concerning 1989 Bond Issue YR 1990-11

BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve and adopt the "Series 1989 Bond Resolution," attached as Exhibit D, which authorizes a \$7 million revenue bond issue for the purpose of constructing a residence hall and a dining hall.

The motion was seconded by Mr. McLaughlin. The motion was passed, with Dr. Perry abstaining, due to what may be a conflict of interest since he sits on the Board of the Society Bank which is in the process of merging with Society National Bank. Society National Bank is one of the co-managers for the Bond underwriting.

The Chairperson then declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for adoption by the Board, the following Resolution:

- e. Resolution to Authorize the Executive Sequence, Master of Business Administration Program YR 1990-12

WHEREAS, the FY 1989-90 budget document approved by the Board of Trustees provides that the budget for the Executive Sequence, Master of Business Administration program shall be approved by the Board of Trustees; and

WHEREAS, proposed budgets based on alternate enrollment levels have been reviewed by appropriate University personnel and found to be appropriate;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the proposed budget for the Executive Sequence, Master of Business Administration program as shown on the attached Exhibit E.

The motion was seconded by Mr. O'Connell and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for adopted by the Board, the following Resolution:

f. Resolution to Establish and Fund the Educational Administration Department

YR 1990-13

WHEREAS, the FY 1989-90 budget document adopted by the Board of Trustees requires the approval of the Board of Trustees for all transfers from the Unallocated Reserve, Educational and Associated Operations, (Fund One); and

WHEREAS, it has been determined that it is in the best interests of the University to organize an Educational Administration department in the School of Education as an aid to the development of doctoral programs; and

WHEREAS, partial funding and staff for the Educational Administration department can be achieved by transfers from the Administration and Secondary Education department; and

WHEREAS, it is desirable to maintain consistency in departmental names;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the organization of the Educational Administration department in the School of Education and does hereby approve and direct the transfers as shown on the attached Exhibits F and G; and

BE IT ALSO RESOLVED, that the name of the Administration and Secondary Education department is hereby changed to the Secondary Education department.

The motion was seconded by Mr. Monus and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka then read and moved for adoption by the Board the following Resolution:

g. Resolution Concerning Purchase of Computerized Financial System

YR 1990-14

WHEREAS, the complexity of financial transactions and the frequency of reporting requirements have increased substantially due to internal requirements and federal and state mandates; and

WHEREAS, the Financial Services staff has long recognized the need for implementing an integrated financial system to manage the volume of data in a timely and efficient manner; and

WHEREAS, the University's external auditors have made numerous management letter recommendations citing the urgency of implementing computerized financial systems; and

WHEREAS, it has been deemed impractical to develop such a system internally in a timely fashion given the existing level of staffing in the areas involved; and

WHEREAS, the purchase of an externally developed system has been recognized as the best approach to computerization by several other State of Ohio universities;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby authorize the Executive Director of Financial Services,

along with the Director of the Computer Center, to seek bids for the necessary hardware and software to computerize the financial systems of the University at a cost not to exceed \$750,000; and

BE IT FURTHER RESOLVED, that the sources of funding for this project shall be the Computer and Word Processing Projects Fund and the Replacement of Obsolescent Equipment Fund.

The motion was seconded by Mr. Monus and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

Dr. Geletka read and moved for adoption the following Resolution:

h. Resolution to Approve Transfer of Unallocated Reserve Funds and Contingency Reserve Funds

YR 1990-15

WHEREAS, the FY 1989-90 budget document adopted by the Board of Trustees requires the approval of the Board of Trustees for all transfers from the Unallocated Reserve, Educational and Associated Operations, (Fund One); and

WHEREAS, the Board of Trustees has ratified a collective bargaining agreement with YSU-OEA; and

WHEREAS, additional funds beyond those available in the Educational and Associated Operations Fund will be necessary to implement the YSU/YSU-OEA collective bargaining agreement for FY 1989-90;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby approve the transfer of \$1,830,000 as follows:

\$ 230,000 from the Educational and Associated Operations Contingency to the Unallocated Reserve, Educational and Associated Operations Fund to provide additional funds to implement the terms of the FY 1989-90 YSU/YSU-OEA collective bargaining agreement with the understanding that these funds will be transferred from the Unallocated Reserve to the instructional departments as needed; and

\$1,600,000 from the Unallocated Reserve to various instructional departments to partially fund the expenditure increases under the terms of the FY 1989-90 YSU/YSU-OEA collective bargaining agreement.

BE IT ALSO RESOLVED, that the Board of Trustees does hereby approve an increase in the Educational and Associated Operations (Fund One) budget to \$65,950,000.

The motion was seconded by Mr. Lyden and received the affirmative vote of all Trustees present. The Chairperson declared the motion carried and the Resolution adopted.

4. Student Services

Student Services Committee had no report.

5. Academic Affairs

The Academic Affairs Committee had no report.

6. Public Services

The Public Services Committee had no report.

7. Athletics Committee

Mr. O'Connell reported that the Committee had one Resolution for adoption by the Board. He then read and moved for adoption the following Resolution:

a. Resolution Concerning the Penguin Club

YR 1990-16

WHEREAS, Youngstown State University and the Penguin Club view a closer affiliation to be in the mutual best interests of the Club and the University;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Youngstown State University does hereby ratify the Agreement marked as Exhibit H, designating the Penguin Club, subject to the terms and conditions of the Agreement, as the exclusive agent of the University for the purpose of intercollegiate athletic fund raising and development on behalf of the University.

The motion was seconded by Dr. Geletka and after discussion, passed unanimously. The Chairperson then declared the motion carried and the Resolution adopted.

8. Executive Committee

The Executive Committee had no report.

ITEM VI - COMMUNICATIONS, MEMORIALS

There were no communications or memorials.

ITEM VII - UNFINISHED BUSINESS

There was no unfinished business.

ITEM VIII - NEW BUSINESS

There was no new business.

ITEM IX - TIME AND PLACE OF NEXT REGULAR MEETING

Upon motion made by Dr. Perry and seconded by Mr. O'Connell, which carried the affirmative vote of each Trustee present, the Chairperson declared the following Resolution:

YR 1990-17

Resolved, that the next regular meeting of the Board of Trustees of Youngstown State University be held in the Board Room, Tod Hall, at 3 p.m., Friday, December 15, 1989.

ITEM X - ADJOURNMENT

Meeting adjourned at 4:40 p.m.

Emily P. Mackell
Chairperson

ATTEST: Rp. M. Butler
Secretary Pro-tem

YOUNGSTOWN STATE UNIVERSITY
 RESOLUTION FOR NEW APPOINTMENTS AND PROMOTIONS
 AS OF September 22, 1989

<u>NAME</u>	<u>TITLE</u>	<u>DEPARTMENT</u>	<u>DATE OF EMPL.</u>	<u>SALARY</u>	<u>CONTRACT MONTHS</u>	<u>COMMENTS</u>
Michele Lepore-Hagan	University Theatre Manager	University Theater	07/01/89	\$24,792	12	From Temporary to Regular Position.
Nancie M. Shillington	Assistant Professor	Elementary Education and Reading	09/15/89	\$26,000	9	Renewal beyond 1989-90 subject to satisfactory review by Chair and Dean of PhD Progress: Renewal beyond 1990-91 is contingent upon PhD completion by Spring Commencement 1991.
Stephanie L. Dost-Barnhizer	Instructor	Philosophy and Religious Studies	09/15/89	\$10,892*	9	2nd Temporary/Terminal through 12/31/89.
Beverly D. Howse	Instructor	Home Economics	09/15/89	\$22,000	9	Renewal beyond 89-90 contingent upon acceptance into master's program approved by Provost and satisfactory progress; Renewal beyond 91-92 contingent upon completion of masters by 6/15/92.
Leonard A. Perry	Director	Environmental and Health Services	07/01/89	\$52,300	12	Promotion from CCS.
Virginia G. Kozarich	Assistant Acquisitions Librarian	Maag Library	08/01/89	\$20,223 (12-Mo. Base: \$22,000)	12	Promotion from CCS.
Theodore R. Bosela	Instructor	Engineering Technology	09/15/89	\$31,000	9	
James P. Dishaw	Assistant Professor	Home Economics	01/02/90	\$15,867 (9-Mo. Base: \$26,000)	9	

YOUNGSTOWN STATE UNIVERSITY
 RESOLUTION FOR NEW APPOINTMENTS AND PROMOTIONS
 AS OF September 22, 1989

<u>NAME</u>	<u>TITLE</u>	<u>DEPARTMENT</u>	<u>DATE OF EMPL.</u>	<u>SALARY</u>	<u>CONTRACT MONTHS</u>	<u>COMMENTS</u>
James M. Kohut	Assistant Dean/ Assistant Professor	College of Applied Science and Technology/ Business Education and Technology	09/01/89 (12-Mo. Base: \$40,000)	\$33,231	12	Multi-year contract until 6/30/92.
Walter T. Mathews	Assistant Professor	Speech Communication and Theatre	09/15/89	\$24,500	9	
Glenda G. Kunar	Instructor	Business Education and Technology	09/15/89	\$26,000	9	Renewal for 1990-91 con- tingent upon acceptance and progress in approved program; Renewal beyond 92-93 contingent upon ABD by 6/15/93.
John Paul Thomas	Instructor	Marketing	09/15/89	\$31,500	9	Temporary/Terminal.
Timothy F. Davis	Assistant Football Coach	Intercollegiate Athletics	07/01/89	\$27,500	12	
Marion R. Scott	Instructor	Health and Physical Education	09/15/89	\$19,500*	9	Second Temporary/ Terminal.
Linda Ueltschy	Assistant Professor	Management	09/15/89	\$33,900	9	Temporary/Terminal.
John E. Stroia	Basketball Coach	Intercollegiate Athletics	08/30/89 (12-Mo. Base: \$40,000)	\$33,538	12	Promotion; Multi-Year Contract.
Harold Yiannaki	Director of Enrollment Services	Registrar	07/01/89	\$58,000	12	Position Revised to match organizational changes effective 07/01/89.

*Subject to modification in accordance with the terms of the Agreement following completion of negotiations with YSU-OEA for a successor Agreement.

**YOUNGSTOWN STATE UNIVERSITY
GIFT LIST
AS OF SEPTEMBER 22, 1989**

<u>CONTRIBUTOR</u>	<u>AM'T. AND/OR DESCRIPTION</u>	<u>PURPOSE OR RESTRICTION</u>
<u>ANNUAL FUND CAMPAIGN</u>		
Ruth Brandyberry	10	Undesignated
James DeBartolo	25	"
Sara Louise Dickson	10	"
Andrew Herbert	7	"
Harold Johnson	25	"
Joseph Segreti	50	"
Joseph Sostaric	80	"
Chrysler Corporation Fdn. (Darrell Davis)	80	Undesignated/Matching Gift
Dow Chemical (Ronald Glaros)	80	"
Ford Motor Company (Donald Kay, Larry Fobes)	65	"
IBM Corporation (Anthony Airato, Wm. Reiner)	110	"
Alcan Aluminum Corp. (Margaret Voytilla)	200	Computer Tech./ Matching Gift
Victor Richley	700	CAST-Dean's Office in memory of Rocchina Richley
Digital Equipment Corp. (Anne Kohut)	50	Computer Science/Matching Gift
Mobile Foundation, Inc. (Christopher L. Prime)	200	School of Business/Matching Gift

Agenda Item D.2.
Exhibit B

ANNUAL FUND Continued

Gerald DeNicholas	600	\$350 WSBA-Acc'ting. Dept. \$250 DH&S Scholarship
Hoechst Celanese Corp. (Jeffrey Siebenaller)	200	Marketing Department/ Matching Gift
The Northern Trust Company (Martin Joyce, Jr.)	40	School of Education/ Matching Gift
Scott Paper Company Foundation (Robert Ladig)	50	"
Marlene Sandor	100	Chemical Engineering
Specrete Corporation	250	Civil Engineering
IBM Corporation (Thomas Vojtko, Allan Wilson)	460	School of Engineering/ Matching Gift
Thomas Gay	2,000	Candace Gay Memorial Awards
Mr. & Mrs. Joseph DeSalvo	100	Carol Gay Memorial Fund
Dr. Virginia Monseau	20	Gary Green Award
Sherri Zander	25	"
Ameritrust Company, NA	916	YSU Scholarship Fund
GTE Foundation (Samuel Bradlyn)	75	YSU Scholarship Fund/ Matching Gift
Dr. Isadore Mendel	1,000	Scholarship in History
Margaret Long	4,002	YSU Scholarship Fund
Ronald Coviello	75	DH & S Scholarship Fund
Daryl Hatch	75	"
Elaine Volarich	100	"
Pennsylvania Power & Light Co. (Jeffrey Burdge)	1,000	Betty Connors Fund/ Matching Gift

ANNUAL FUND Continued

Edward Lariccia	20	Bill Dailey Memorial Scholarship Fund
John Anastasiadis	50	Raymond J. Schuster Award Fund/Matching Gift
Penguin Club	15,000	Athletics
YSU ACE	150	Health Services
YSU OEA	270	News Service
Fraternal Order of Eagles	2,000	Substance Abuse Center
Leon A. Beeghly Fund	5,000	WYSU-FM
WFMJ Television	15	"
Charles Popovich	100	Maag Library
Anne Christman	2,800	William Kilcawley Portrait
Edward W. & Alice R. Powers Higher Educational Trust	50,000	\$2,100/Life Planning Prgm. 7,800/College Night 3,900/Exploration YSU 2,800/Parent Info. Prgm. 9,000/Engineering Expo 2,100/Counselor Seminar 7,800/Nontraditional and Evening Student Services 8,500/Student Enrichment Center Outreach 6,000/Creative Conflict Resolution at South High
TOTAL ANNUAL FUND CAMPAIGN CASH CONTRIBUTIONS	\$ 88,185	

ANNUAL FUND Continued

Pledges

Dr. Thomas Shipka	500	\$250 Undesignated/\$250 Philosophy & Religious St.
Frances & Lillian Schermer Trusts	10,000	Schermer Program

**TOTAL ANNUAL FUND
CAMPAIGN PLEDGES** **\$ 10,500**

**TOTAL ANNUAL FUND
CASH CONTRIBUTIONS
AND PLEDGES** **\$ 98,685**

* Denotes President's Associates
** Denotes Trustees' Council

ANNUAL FUND Continued

YSU RESIDENCE HALL CAMPAIGN

Automatic Vendors	10,000	\$2,000/Year for five years
Bank One, Youngstown, N.A.	18,500	\$3,700/Year for five years
B-Broche Carpet, Inc.	2,500	\$500/Year for five years
Ruth Beecher Foundation	2,500	Full Contribution
Leon A. Beeghly Fund	50,000	Over a three-year period
W. E. Bliss Foundation	15,000	\$3,000/Year for five years
Buchanan, Ricciuti & Balog	10,000	\$2,000/Year for five years
Builders Ass'n. of E. Ohio and W. Pennsylvania	2,500	\$500/Year for five years
Commercial Intertech, Fdn.	10,000	\$2,000/Year for five years
Matt S. Connell, Inc.	2,500	\$500/Year for five years
Craver Animal Hospital	1,000	\$200/Year for five years
Alex Downie & Sons Company	5,000	\$1,000/Year for five years
Easco Aluminum	5,000	\$1,000/Year for five years
Electronic Workstations	1,000	By June 30, 1990
Findley Welding Supply, Inc.	10,000	\$2,000/Year for five years
First Federal S & L of Warren	10,000	\$2,000/Year for five years
Jack Gibson Construction	1,250	\$250/Year for five years
Dr. & Mrs. Bernard Gillis	1,000	\$250/Year for four years
K. Anthony Hayek	1,000	\$200/Year for five years
Hynes Industries, Inc.	10,000	\$2,000/Year for five years
Mr. & Mrs. C. Gilbert James, Jr.	1,000	\$500/Year for two years

ANNUAL FUND Continued

Raymond J. Jaminet & Partners	1,000	\$500/Year for two years
Edward J. Lewis, Inc.	1,000	\$200/year for five years
Lippy Foundation	5,000	\$1,00/Year for five years
M & S Builders	2,500	\$500/Year for five years
Mr. & Mrs. Ronald Mackall	1,000	In full by June 30, 1990
Marathon Oil Foundation	2,000	Full Contribution
Metropolitan Savings Bank	6,000	\$2000/Year for three years
Mr. & Mrs. John Nelson	500	\$100/Year for five years/ Matching Gift
Ohio Water Service Company	1,500	Full Contribution
Pollock Company Foundation	15,000	\$3,000/Year for five years
Renaissance Developers, Inc.	5,000	\$83.33/Month for five years
Roth Bros., Inc.	1,500	\$300/Year for five years
Schwebel Baking Company	15,000	\$3,000/Year for five years
Fred Shutrump	500	Full Contribution
Mary B. Smith	5,000	In full by August 1990
Society Bank of Eastern Ohio	10,000	Over a three-year period
Standard Slag Company	10,000	\$5,000/Year for two years
The Raymond John Wean Fdn.	7,500	Over a three-year period
Mr. & Mrs. Arthur Young	600	Full Contribution
YSU Foundation	240,000	In full by December 1992
TOTAL YSU RESIDENCE HALL CAMPAIGN PLEDGES	<u>\$ 500,350</u>	

WYSU-FM CONTRIBUTIONS

Jack Kessler	50	Mark Kessler	100
Stephen & Karen Chicosky	25	Robert A. Coe	200
Charles Darling	50	Dr. J. H. Canaday	50
Arlene Wright	50	Paul D. Blair	35
Alice Cooper	7	Juanita Gillis	100
Robert W. Peterson	50	Lyla L. Pilorusso	15
Dan & Sarah Scudier	60	C. W. Sigmier	50
Mr. & Mrs. Bruce Clayton	30	Mr. & Mrs. Myron Groves	100
Mr. & Mrs. Morton Sands	100	Louis Paskoff	100
Jane Hoyt	100	Dave Acker	25
Mr. & Mrs. Julian Senko	15	Dr. Mary Virginia Hare	200
Marvin Levy	100	Elwyn V. Jenkins	100
John S. Meyers, Jr.	15	Tom Teague	25
Dr. & Mrs. Herve Corbe	50	Ardith Henderson	5
Tony Leonardi	30	Chuck Popa	30
Lorraine Baird-Lange	30	Raymond Johnson	10
Sharp Lumber Company	100	Dr. Norma Hazelbaker	100
Dr. Mary Loud	100	Robert Slaughter	100
F. David Anderson	100	J. T. Milligan	30
Dr. Juan A. Ruiz	50	Alice Cooper	5
Julian J. Senko	15	Werner & Carol Schultz	30
Dr. Isadore Mendel	100	Ardith Henderson	5
Mr. & Mrs. Wilbur Dawson	25	Reymond Johnson	10

WYSU-FM Continued

Josef Mayer	40	Dave Robinson	30
Shirley Bartlett	40	Carol C. Sacherman	150
Alice Cooper	5	Kathryn Savu	20
Ardith Henderson	5	Raymond Johnson	10
Evelyn Gossick	75		

TOTAL WYSU-FM CASH CONTRIBUTIONS**\$ 3,052****WYSU-FM UNDERWRITING**

Ohio Edison	1,000
Home Savings and Loan Company	2,000
Dollar Savings and Trust Company	2,600
Schermer Trusts	2,000
Bank One	5,200

TOTAL WYSU-FM UNDERWRITING**\$12,800**

OTHER CONTRIBUTIONS

Hewlett-Packard Equipment	100mhz Digitizing Oscilloscope w/ Thinkjet Printer HP-IB Cable Value \$4,040	Electrical Engineering
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TOTAL OTHER **\$4,040**

GRANTS AND CONTRACTS

<u>YSU DEPARTMENT</u>	<u>FUNDING SOURCE</u>	<u>AGENCY AMOUNT</u>	<u>YSU MATCH</u>	<u>TOTAL</u>
Geology	Ohio Dept. of Transp.	\$50,000		\$ 50,000
Nursing	Department of Health and Human Services	12,000		12,000
English	OBOR	60,000	74,841	134,841
Urban Studies	Farmington Twp.	4,854		4,854
Urban Studies	Austintown Board of Trustees	8,763		8,763
Urban Studies	Northeastern Ohio Interninstitution Pgm.	44,435	67,266	111,701
Urban Studies	Northeastern Ohio Interninstitution Pgm.	10,485		10,485
Student Services	OBOR	10,000		10,000
Sociology	NEOUCOM	6,000		6,000
Total		<u>\$221,537</u>	<u>\$142,107</u>	<u>\$363,644</u>

RECAP:

<u>Annual Fund</u>			
Cash	\$ 88,185		
Pledges	<u>10,500</u>	\$ 98,685	
Residence Hall Campaign		500,350	
WYSU-FM			
Cash	3,052		
Underwriting	<u>12,800</u>	15,852	
Other (Equipment)		4,040	
Grants & Contracts		<u>221,537</u>	
TOTAL-ALL GIFTS		<u>\$840,464</u>	

YOUNGSTOWN STATE UNIVERSITY
New Positions to be Established*

Department	Position Title	Position Class	Annualized Salary
Parking Services	Admin. Asst I	Classified Civil Service	\$22,443
Center for Urban Studies	Research Economist	Prof./Admin.	\$19,970
University Library	Lib. Media Tech. Asst. II	Classified Civil Service	\$18,928
Remedial & Develop. Instruction	Secretary I	Classified Civil Service	\$18,928

*Subject to approval at the Board of Trustees meeting on Sept. 22, 1989.

BLACKING Draft
9/11/89~~DRAFT 8/25/89~~

SERIES 1989 BOND RESOLUTION

PROVIDING FOR THE AUTHORIZATION, ISSUANCE AND SALE OF GENERAL RECEIPTS BONDS, SERIES 1989 (THE "SERIES 1989 BONDS"), IN AN AMOUNT NOT TO EXCEED \$7,000,000, FOR THE PURPOSE OF ACQUIRING AND CONSTRUCTING THE PROJECT DEFINED HEREIN AND PAYING THE COSTS AND EXPENSES ASSOCIATED WITH THE ISSUANCE OF THE SERIES 1989 BONDS; AUTHORIZING A TRUST INDENTURE TO SECURE THE PAYMENT OF BOND SERVICE CHARGES ON THE SERIES 1989 BONDS; PROVIDING FOR THE ISSUANCE FROM TIME TO TIME OF ADDITIONAL GENERAL RECEIPTS BONDS (THE "ADDITIONAL BONDS") AND FOR RELATED PURPOSES.

WHEREAS, pursuant to Sections 3345.11 and 3345.12 of the Ohio Revised Code, as enacted under authority of the Constitution of Ohio, particularly Section 2i of Article VIII thereof, Youngstown State University (the "University"), a state university of the State of Ohio (the "State") created and existing under Chapter 3356 of the Ohio Revised Code, is authorized and empowered, among other things, (a) to issue, as provided herein, bonds of the University to pay the costs of certain capital facilities defined as "auxiliary facilities" in Section 3345.12 of the Ohio Revised Code (and herein called "University Facilities") and to refund, fund or retire such bonds and other obligations previously issued for such purpose; (b) to pledge to the payment of such bonds all or a specified part of the gross amount of the General Receipts of the University, as defined in Section 1 hereof, in priority to all other expenses, claims or payments; (c) to covenant, as herein provided, that the University will make, fix, adjust and collect the fees, rates,

rentals, charges and other items comprising General Receipts to produce General Receipts sufficient at all times to meet Bond Service Charges on the Bonds, each as hereinafter defined, establish and maintain the required reserves and meet other requirements herein provided; and (d) to provide for a trust indenture and make further provisions for securing the payment of the Bond Service Charges;

WHEREAS, the Board has determined that it is in the best interest of the University to authorize the issuance of the General Receipts Bonds, Series 1989 (the "Series 1989 Bonds") for the purpose of acquiring and constructing a 300 bed residence hall with related furnishings, equipment and site improvements (the "Project"), which Project constitutes University Facilities; and to pay the costs and expenses of issuance of the Series 1989 Bonds; and

WHEREAS, the University desires to make provision for the issuance of the Series 1989 Bonds and from time to time of Additional Bonds herein described, and for the payment of the Bond Service Charges thereon and the securing thereof by this Resolution and the trust indenture herein authorized (the "Indenture"), and to provide for each subsequent issue of Additional Bonds to be authorized by a separate Series Resolution based upon this Resolution and such Indenture;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF YOUNGSTOWN STATE UNIVERSITY, as follows:

Section 1. Definitions and Interpretations. The following words and terms as used in this Resolution, in any

Series Resolution, in the Indenture and in the Bonds shall have the following meanings unless otherwise therein provided and unless the context or use clearly indicates another or different meaning or intent:

"Act" means Sections 3345.11 and 3345.12 of the Ohio Revised Code, as the same may be amended, modified, revised, supplemented, or superseded from time to time.

"Additional Bonds" means any Bonds of the University issued under any Series Resolution and secured by a Supplemental Indenture, including both Parity Obligations and Subordinated Obligations (as defined in the Indenture).

"Board" means the Board of Trustees of the University.

"Bond" or "Bonds" means any Bond, or all of the Bonds, or an issue or series of Bonds, as the case may be, of the University issued pursuant to the Series 1989 Bond Resolution and any Series Resolution, including bonds, notes, certificates of indebtedness, capital leases or any other obligation evidencing the borrowing of money consistent with the provisions of the Indenture and in conformity with the laws of the State.

"Bondholder" or "holder" or "holder of Bonds" or any similar term, means any person in whose name a registered Bond is registered.

"Bond Fund" means the Bond Fund created by Section 6 of this Resolution.

"Bond proceedings" means the Series 1989 Bond Resolution, the Indenture, any applicable Series Resolution, any applicable

Supplemental Indenture, any applicable Certificate of Award and other resolutions and agreements and amendments of and supplements to the foregoing, or any combination thereof, authorizing or providing for the terms and conditions applicable to, or providing for the security or sale of Bonds, and the terms contained in such Bonds.

"Bond Reserve Fund" means the Bond Reserve Fund created by Section 7 of this Resolution and as provided for in any Series Resolution.

"Bond Reserve Requirement" means, for any relevant date, the amount of Maximum Annual Debt Service (as defined in the Indenture) subject to certain exclusions as provided in the Indenture, which requirement may be met through the use of an appropriate Credit Support Instrument (as defined in the Indenture).

"Bond Resolution" or "Resolutions" means (i) when used with reference to the Series 1989 Bonds, this Series 1989 Bond Resolution, (ii) when used with reference to an issue of Additional Bonds, the Series 1989 Bond Resolution to the extent applicable and any Series Resolution providing for the issuance of such Additional Bonds and (iii) when used with reference to Bonds when Additional Bonds are outstanding, the Series 1989 Bond Resolution and the Series Resolution(s) providing for the issuance of the then outstanding Additional Bonds; all as the same may from time to time be lawfully amended, modified or supplemented.

"Bond Service Account" means the account, so designated, in the Bond Fund established pursuant to Section 16 hereof.

"Bond Service Charges" and "Bond service charges" means, for any applicable time period, the principal (including any mandatory sinking fund requirements), interest and redemption premium, if any, required to be paid by the University on the Bonds pursuant to any Bond Resolution. In determining Bond Service Charges for any period or date, mandatory sinking fund requirements for such period or applicable to such date shall be included and principal maturities for which, and to the extent, mandatory sinking fund requirements were imposed in a prior period for a prior date shall be excluded.

"Certificate of Award" means the Certificate of Award authorized pursuant to Section 4 of this Resolution.

"Construction Fund" means the Construction Fund created by Section 8 of this Resolution and provided for in any Series Resolution.

"Contract of Purchase" means the Contract of Purchase between the Original Purchasers and the University, dated as of Oct. 19, 1989.

"Cost of University Facilities" means the costs of or related to University Facilities, and the financing thereof, for the payment of which obligations may be issued under the Act.

"Eligible Investments" means Eligible Investments as defined in the Indenture.

"Expense Fund" means the Expense Fund created pursuant to Section 9 of this Resolution.

"Fiscal Year" means a period of twelve consecutive months constituting the fiscal year of the University commencing on the first day of July of any year and ending on the last day of June of the following calendar year, both inclusive, or such other twelve month period as hereafter may be established from time to time for budgeting and accounting purposes of the University by the Board to be evidenced, for purposes hereof, by a certificate of the Treasurer filed with the Trustee.

"General Receipts" means all monies received by the University including, but not limited to, all gross fees, deposits, charges, receipts and income from all or any part of the students of the University, whether designated as tuition, instructional fees, tuition surcharges, general fees, activity fees, health fees or other special purpose fees or otherwise designated, all gross income, revenues and receipts from the operation, ownership, or control of University Facilities; all grants, gifts, donations and pledges and receipts therefrom; and the proceeds of the sale of Obligations issued or incurred pursuant to the Act, including proceeds of Obligations issued or incurred pursuant to the Act issued to refund obligations previously issued, to the extent and as allocated to Bond Service Charges under the proceedings authorizing such Obligations; however, there shall be excluded from General Receipts: (i)

monies raised by taxation and state appropriations until and unless the pledge thereof to the payment of Bond Service Charges is authorized by law and is made hereunder by a Supplemental Indenture approved by the Board; (ii) Restricted Monies (as defined in the Indenture); and (iii) any special fee charged pursuant to Section 154.21(D) of the Ohio Revised Code. Any receipts of the University which it may at any time lawfully pledge to the security of the Bonds may be included, or confirmed to be included, in General Receipts by Supplemental Indenture approved by the Board, and such receipts may be released, at least in part, as provided in Section 4.11 of the Indenture.

"Indenture" means the Trust Indenture between the University and the Trustee, dated as of October 15, 1989, [^]as the same may be duly amended, modified or supplemented from time to time in accordance with its terms.

"Mandatory sinking fund requirements" means amounts required by the Series 1989 Bond Resolution and any Series Resolution to be deposited to the Bond Fund in any fiscal year for the purpose of retiring principal maturities of Bonds which by the terms of such Bonds are due and payable, if not called for prior redemption, in any subsequent fiscal year.

"Obligations" means bonds or notes or other evidence of indebtedness of the University for money borrowed, including the Bonds.

"Official Statement" means, as to the Series 1989 Bonds, the Official Statement including, without limitation, the

Preliminary Official Statement, relating to the original issuance of the Series 1989 Bonds.

"Original Purchasers" means, as to the Series 1989 Bonds, McDonald & Company Securities, Inc., and Society National Bank, both of Cleveland, Ohio, and as to Additional Bonds, the person or persons expressly named in the applicable Series Resolution as the Original Purchaser of the Additional Bonds from the University.

"Outstanding Bonds" or "Bonds outstanding" or "outstanding" as applied to Bonds, means, as of any date, all Bonds which have been authenticated and delivered, or are then being delivered, by the Trustee under the Indenture except:

(a) Bonds surrendered for exchange or transfer or cancelled because of payment or redemption at or prior to such date;

(b) Bonds for the payment, redemption or purchase for cancellation of which sufficient monies have been deposited prior to such date with the Trustee or Paying Agents (whether upon or prior to the maturity or redemption date of any such Bonds), or which are deemed to have been paid and discharged pursuant to the provisions of the Indenture; provided that if such Bonds are to be redeemed prior to the maturity thereof, notice of such redemption shall have been given or arrangements satisfactory to the Trustee shall have been made therefor, or waiver of such notice satisfactory in form to the Trustee shall have been filed with The Trustee, and provided, further, that if such Bonds are to be purchased for cancellation, a firm offer for sale stating the price has been received and accepted; and

(c) Lost, stolen, mutilated or destroyed Bonds in lieu of which others have been authenticated (or payment, when due, of which is made without replacement) under the Indenture.

"Parity Obligations" means all Bonds and other Obligations except Subordinated Obligations, secured by the Indenture.

"Paying Agents" means the Trustee and any banks or trust companies designated as the paying agencies or places of payment for Bonds by or pursuant to the Series 1989 Bond Resolution or any applicable Series Resolution, and their successors designated pursuant to the Indenture. [^]

[^]"Project" means, with respect to the Series 1989 Bonds, the 300 bed residence hall with related furnishings, equipment and site improvements, all constituting University facilities under the Act, to be financed with proceeds of the Series 1989 Bonds, and, with respect to Additional Bonds, the University Facilities described in the Series Resolution providing for the issuance thereof.

"Series Resolution" means a resolution of the Board authorizing the issuance of Additional Bonds in accordance with this Resolution, and particularly Section 6 hereof, and includes any resolution or certificate providing for or evidencing the award and terms of the Bonds as authorized by such Series Resolution.

"Series 1989 Bond Resolution" or "this Resolution" as used herein, means this Resolution, as the same may be amended from time to time in accordance with the provisions of the Indenture.

"Special Funds" or "special funds and accounts" means the Bond Fund, the Construction Fund, the Expense Fund, the Bond

Reserve Fund, the Rebate Fund and the accounts therein, and any other funds or accounts permitted by, established under, or identified in the Indenture, this Resolution or any Series Resolution. ^

"State" means the State of Ohio.

"Supplemental Indenture" means any one or more Supplemental Indentures entered into by the parties pursuant to the Indenture.

"Treasurer" means the Executive Director of Finance of the University or such other business or financial officer of the University as may be or is designated by the Board, as shown in a written certification maintained by the University or the Secretary of the Board and on file with the Trustee, signed by the President of the University or the Secretary of the Board, together with any alternate identified in such certificate.

"Trustee" means the Trustee at the time serving under the Indenture, originally such bank as identified in the "certificate of award" Ohio, and any successor Trustee as determined or designated under or pursuant to the Indenture.

"University" means Youngstown State University established and existing under Chapter 3356 of the Ohio Revised Code, and every part and component thereof as from time to time existing, and when the context admits, includes its Board of Trustees.

"University Facilities" means buildings, structures, and other improvements, and equipment, real estate and interests in

real estate therefor, all or any part of the costs of which are at any time authorized by the Act to be financed by the issuance of Obligations, including but not limited to such facilities to be used for or in connection with student activity or student service facilities, dining halls, and other food service and preparation facilities, residence halls, dormitories, and other living quarters and accommodations, vehicular parking facilities, bookstores, athletic and recreational facilities, faculty centers, auditoriums, assembly and exhibition halls, hospitals, infirmaries and other medical and health facilities, research, and continuing education facilities, and includes any one, part of, or any combination of the foregoing, and further includes site improvements, utilities, machinery, furnishings and any separate or connected buildings, structures, improvements, sites, utilities or equipment to be used in, or in connection with the operation or maintenance of, or supplementing or otherwise related to the services or facilities to be provided by, any University Facilities.

Any reference herein to the University, the Board, or to any officers thereof or to other public boards, commissions, departments, institutions, agencies, bodies, entities or officers, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions. Any reference to a section or provision of the Ohio Revised Code or to the laws of

Ohio shall include such section or provision and such laws as from time to time amended, modified, revised, supplemented, or superseded, provided that no such amendment, modification, revision, supplementation, or supercession shall alter the obligation to pay the Bond Service Charges in the amount and manner, at the times, and from the sources provided in this Resolution, the applicable Series Resolution, and the Indenture, except as otherwise herein permitted.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, and the terms "hereof," "herein," "hereby," "hereto", "hereunder," and similar terms, mean this Resolution.

Section 2. Authorization; Terms; Pledge; and Covenant.

(a) Authorization. The Bonds, to be designated and known as General Receipts Bonds, Series 1989 (the "Series 1989 Bonds"), shall be issued pursuant to and as authorized by the Act, Section 2i of Article VIII of the Ohio Constitution, this Resolution and the Indenture for the purposes of (i) paying the cost of acquiring and constructing the Project, including reimbursing the University for expenditures heretofore incurred for costs relating to the Project, (ii) paying the premium on any surety bond or insurance policy which may provide the Bond Reserve Requirement with respect to the Series 1989 Bonds, and (iii) paying the costs and expenses incidental to the issuance of the Series 1989 Bonds.

(b) Form and Numbering. The Series 1989 Bonds shall be issued only as fully registered Bonds. The Bonds shall be numbered as determined by the Trustee.

(c) Denominations and Dates. The Series 1989 Bonds shall be in denominations of \$5,000 and integral multiples thereof and shall be dated as of October 15, 1989.

(d) Maximum Aggregate Principal Amount. The Series 1989 Bonds shall be issued in a maximum aggregate principal amount not to exceed \$7,000,000.

(e) Execution. The Chairman of the Board and the Treasurer are hereby authorized to make the necessary arrangements with the Original Purchasers to establish the date, location, procedures and conditions for the delivery of the Series 1989 Bonds to the Original Purchasers and to take all steps as necessary to effect due execution, authentication and delivery of the Series 1989 Bonds to the Original Purchasers under the terms of this Resolution. The Series 1989 Bonds shall be signed by the Chairman of the Board and the Treasurer in their official capacities (provided that both of the signatures may be facsimiles) on behalf of the University, in substantially the form now on file with the Secretary of the Board, but shall reflect any modifications, changes and supplements required to conform the Form of Bond with the provisions of the Certificate of Award. The Treasurer shall approve, on behalf of the Board, any such modifications, changes and supplements. The Series 1989

Bonds shall bear the corporate seal of the University or a facsimile thereof.

(f) Interest and Maturities.

(i) The Series 1989 Bonds shall bear interest on their unpaid principal amounts from the last date to which interest has been paid on the Series 1989 Bonds, or if no interest has been paid on the Series 1989 Bonds, from October 15, 1989, payable semi-annually on June 15 and December 15 (the "Interest Payment Dates"), beginning June 15, 1990 (provided that if such day is not a Business Day, then on the next following Business Day), at the percentage rate or rates per annum set forth in the Certificate of Award (established pursuant to Section 4 herein), which rate or rates shall in no event produce an average interest rate in excess of ten percent (10%) per annum.

(ii) The Series 1989 Bonds shall mature not later than December 15, 2015 and in such annual amount or amounts as shall be provided for in the Certificate of Award.

(iii) Mandatory redemption of Series 1989 Bonds of certain maturities prior to maturity, pursuant to the mandatory sinking fund requirements, shall be as provided in the Certificate of Award.

(iv) Certain maturities of the Series 1989 Bonds, as provided in the Certificate of Award, shall be subject to optional redemption at the option of the University, prior to stated maturity in whole or in part, in accordance with the

terms, conditions, redemption prices and on the dates set forth in the Certificate of Award. Notice of call for and other terms and provisions governing redemption of the Series 1989 Bonds shall be given in the manner provided in the Indenture.

(g) Security. There are hereby pledged, in priority to all other expenses, claims and payments, to the security of the Series 1989 Bonds and other Parity Obligations and for the payment of the Bond Service Charges and for establishment and maintenance of the Bond Reserve Requirement as provided in the Indenture, (i) the gross amount of General Receipts of the University (subject to the provisions for the partial release of a pledge of General Receipts contained in Section 4.11 of the Indenture), and (ii) the Special Funds, as provided in the Indenture. In accordance with the Act, all the General Receipts or portion thereof are immediately subject to the lien of such pledge upon receipt thereof by the University, and such pledge creates a perfected security interest within the meaning of Chapter 1309, Ohio Revised Code, without the necessity for separation or delivery of funds, or for the filing or recording of the bond proceedings by which such pledge is created or any certificate, statement, or other document with respect thereto.

For the further security of the Series 1989 Bonds, and any Additional Bonds, the University hereby covenants with the bondholders and the Trustee that so long as any Series 1989 Bonds or Additional Bonds are outstanding, the University will fix,

make, adjust and collect fees, rates, rentals, charges and other items of General Receipts, as will produce at all times General Receipts sufficient (i) to pay Bond Service Charges when due, (ii) to establish and maintain the Bond Reserve Requirement as provided in the Indenture, (iii) together with other monies lawfully available therefor, to pay all costs and expenses required to be paid under the Bond proceedings, and (iv) together with other monies lawfully available therefor, to pay all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University.

All Series 1989 Bonds and other Parity Obligations shall be equally and ratably secured by the pledge of the General Receipts and the Special Funds, to the extent provided in, and except as otherwise provided by the Indenture. Nothing in the Act, this Resolution, the Indenture or other Bond proceedings gives the holders of Series 1989 Bonds, and they do not have, the right to have the General Assembly of the State levy any excises or taxes for the payment of Bond Service Charges and each Series 1989 Bond shall bear on its face a statement to that effect and to the effect that the right of such holders to the payment of Bond Service Charges shall be limited to payment thereof from the General Receipts and the Special Funds as provided herein; provided, however, that nothing herein or in the Bond proceedings shall be deemed to prohibit the University or the State, of their own volition, from using to the extent lawfully authorized to do

so, any other resources for the fulfillment of the terms, conditions or obligations of this Resolution, the Indenture and the Series 1989 Bonds.

(h) Payment, Places of Payment and Paying Agents.

Principal of and redemption premium on the Series 1989 Bonds when due shall be payable to the registered holders, upon presentation and surrender thereof, at the principal corporate trust office of the trustee. / _____ / Ohio. Interest shall be payable by check or draft mailed by the Trustee as provided in the Indenture.

Section 3. General Terms and Provisions of All Bonds.

(a) Designation, Payment and Form. All Bonds of each Series shall bear such designations as may be necessary to distinguish them from Bonds of any other Series. Bond Service Charges on all Bonds shall be payable in lawful money of the United States of America in the manner provided in the applicable Series Resolution. Subject to the provisions of an applicable Series Resolution, Bonds shall be issued only as fully registered Bonds and may be exchanged as provided in the Indenture. All Bonds shall be negotiable instruments, subject to applicable provisions for registration, and shall express on their faces the purpose for which issued and such other statements or legends as may be required by law.

(b) Execution. All Bonds shall be executed in the manner provided in this Resolution or any Series Resolution authorizing

their issuance or in the manner provided by the applicable law in effect at the time of their issuance. In case any officer or member whose signature or a facsimile of whose signature shall appear on any Bonds shall cease to be such officer or member before the issuance, authentication or delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if the officer or member had remained in office until that time.

(c) Redemption Features. Unless otherwise provided in the applicable Series Resolution, notice of a call for redemption of all Bonds shall be given in the manner provided in the Indenture. If Bonds or portions of Bonds are duly called for redemption and if on such redemption date monies for the redemption of all the Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date and any Paying Agents so as to be available therefor and if the notice of redemption shall have been deposited in the mail as provided in the Indenture, then from and after such redemption date such Bonds or portions of Bonds shall cease to bear interest.

(d) Security. All Bonds shall be secured by a pledge of the General Receipts of the University, or such portion thereof as specifically provided in this Resolution or any applicable Series Resolution but subject to and consistent with the provisions of Section 4.11 of the Indenture and a Supplemental Indenture executed pursuant thereto. Additional Bonds may be

issued as Parity Obligations secured by a pledge of a first lien on the General Receipts or as Subordinated Obligations, secured by a pledge of a subordinated lien on the General Receipts, as provided in the Indenture and applicable Series Resolution. Unless otherwise provided in any Series Resolution, Additional Bonds shall be equally and ratably payable from the General Receipts and the Special Funds and accounts therein. Nothing in any Series Resolution, the Additional Bonds or the Indenture shall constitute a general obligation, debt or bonded indebtedness of the State and, further, nothing therein gives the holders or owners of Bonds and they do not have, the right to have excises or taxes levied by the State for the payment of Bond Service Charges on the Bonds, but such Bonds are payable from the General Receipts and the Special Funds as provided herein, in any Series Resolution and in the Indenture, and each Bond shall contain on the face thereof a statement to that effect; provided that nothing herein or in the applicable Series Resolution shall be deemed to prohibit the State or the University, of their own volition, from using to the extent they are lawfully authorized to do so, any other sources or revenues for the fulfillment of any of the terms, conditions or obligations of the Bond proceedings or any of the Bonds.

All of the above general terms and provisions are subject to more specific terms and provisions contained herein, in the Indenture, any Supplemental Indenture and any Series Resolution.

Section 4. Sale of the Series 1989 Bonds The Series 1989 Bonds are sold and awarded to the Original Purchasers in accordance with the Contract of Purchase at the purchase price provided in the Certificate of Award. The form of Contract of Purchase now on file with the Secretary of the Board is hereby approved, together with any changes therein and completions thereof which are not inconsistent with this Resolution and not substantially adverse to the University, and as are permitted by the Act and approved on behalf of the University by the Treasurer. The approval on behalf of the University of those changes and completions by the Treasurer, and the status of those changes as are not substantially adverse to the University, shall be conclusively evidenced by the execution of the Contract of Purchase on behalf of the University by the Treasurer. It is determined hereby that the purchase price and the manner of sale and the terms of the Series 1989 Bonds, as provided in this Resolution, are consistent with all legal requirements and will carry out the public purposes of the Act.

The Treasurer is hereby authorized and directed to complete and execute the Certificate of Award, which shall evidence award of the Series 1989 Bonds to the Original Purchasers and shall set forth the final terms of such Bonds including the aggregate principal amount of the Series 1989 Bonds to be issued, the purchase price, the allocation of proceeds, the interest rate or rates, the maturity dates and annual principal

retirement schedule, the mandatory sinking fund requirements, the optional redemption provisions, and such other data or provisions as the Treasurer determines are appropriate or necessary, consistent with this Resolution, the Indenture and the Contract of Purchase. The Certificate of Award shall be deemed a part of this Resolution in connection with the authorization, issuance and sale of the Series 1989 Bonds. The Certificate of Award shall also include the form of the Series 1989 Bonds (the "Form of Bond"), attached thereto as Exhibit A.

The Treasurer is authorized and directed to make the necessary arrangements with the Original Purchasers to establish the date, location, procedures and conditions for the delivery of the Series 1989 Bonds to the Original Purchasers and to take all steps necessary to effect due execution, authentication and delivery of the Series 1989 Bonds to the Original Purchasers under the terms of this Resolution.

The Official Statement, substantially in the form of the Preliminary Official Statement now on file with the Secretary of the Board, shall be executed by the Treasurer on behalf of the University in his official capacity with any modifications, changes and supplements necessary or desirable for the purposes thereof which the Treasurer shall approve. Execution of the Official Statement shall be conclusive evidence that modifications, changes and supplements contained therein are satisfactory to the Treasurer.

^

Section 5. Series Resolutions. Each subsequent issue of Bonds shall be authorized by a resolution adopted by the Board (the "Series Resolution"). Each Series Resolution shall provide, in a manner consistent with this Resolution and the Indenture, for the following with respect to each series of Additional Bonds thereby authorized:

- (1) the purpose for which issued as permitted by the Act;
- (2) the authorized principal amount;
- (3) the security and the status of the security interest (whether parity or subordinate);
- (4) the date of such Bonds, the interest rate or rates or the maximum interest rate (whether fixed or variable), their maturities, and the interest payment dates;
- (5) the series designation and denominations of and manner of numbering;
- (6) the redemption provisions, if any, including any premium to be paid upon redemption;
- (7) mandatory sinking fund requirements, if any;
- (8) the place or places of payment of the Bond Service Charges;
- (9) the manner of sale;
- (10) the disposition of the proceeds from the issuance;
- (11) the funding of the Bond Reserve Requirement consistent with the Indenture;
- (12) the authorization of a Supplemental Indenture; and
- (13) any other provisions deemed advisable by the Board.

Each Series Resolution shall state that it is adopted pursuant to this Resolution and the Indenture.

Section 6. Bond Fund. There is hereby created by the University and ordered maintained, as a separate deposit account (except when invested as hereinafter provided) in the custody of the Trustee, in the name of the University, designated the "Youngstown University Bond Fund" (the "Bond Fund"). The Bond Fund is hereby pledged to the payment of Bond Service Charges in the manner hereinafter provided, in priority to any and all other expenses, claims or payments, and on parity with subsequent pledge of General Receipts to Additional Bonds issued pursuant to a Series Resolution.

There is hereby created by the University and ordered maintained as a separate deposit account within the Bond Fund, in the custody of the Trustee and in the name of the University, the "Bond Service Account." The University shall deposit in this account from General Receipts not later than the last Business Day of each month (a) beginning in Dec. _____, 1989, to the Trustee for deposit into the Bond Service Account of the Bond Fund, an amount equal to 1/12 of the principal amount of Series 1989 Bonds maturing or subject to mandatory sinking fund redemption on the next succeeding Principal Payment Date, and (b) beginning in Dec. _____, 1989, to the Trustee for deposit into the Bond Service Account of the Bond Fund, an amount equal to the sum of (1) 1/6 of the amount of interest payable on or

before the next succeeding Interest Payment Date on Series 1989 Bonds the interest on which is paid semi-annually, and (2) the amount of interest payable during the next succeeding month on Series 1989 Bonds the interest on which is paid more frequently than semi-annually; provided, however, that the amount to be deposited in the Bond Service Account of the Bond Fund in November of each year shall be that amount which, together with amounts then on deposit in the Bond Service Account and available therefor, is sufficient to pay interest payable on the Series 1989 Bonds on the next December 15.

There is hereby created by the University and ordered maintained as a separate deposit account within the Bond Fund, in the custody of the Trustee and in the name of the University, the "Special Bond Service Account." The Trustee shall transfer from the Bond Fund to the Special Bond Service Account such monies as are necessary for the redemption or purchase of principal amount of any Bonds as provided in the Indenture, any Supplemental Indenture and any Series Resolution.

There is hereby created by the University and ordered maintained as a separate deposit account within the Bond Fund, in the custody of the Trustee and in the name of the University, the "Repair and Replacement Account", to be held and disbursed as provided in the Indenture.

The Trustee is further authorized, pursuant to any Series Resolution adopted in connection with the issuance of Additional

Bonds, to establish and maintain such additional funds or accounts as necessary for the proper maintenance of any Additional Bonds.

Section 7. Bond Reserve Fund. There is hereby created by the University and ordered maintained as a separate deposit account (except as hereinafter provided) in the custody of the Trustee in the name of the University an account to be designated the "Bond Reserve Fund." The Trustee is authorized, in satisfaction of the Bond Reserve Requirement and in substitution for deposits to the Bond Reserve Fund, to purchase and maintain a surety bond or insurance policy in a face amount equal to the Maximum Annual Debt Service, as defined in the Indenture, but may, at the option of the University, fund the Bond Reserve Fund out of proceeds from the sale of the Series 1989 Bonds. The cost of the surety bond or insurance policy, if purchased, shall be payable by the Trustee from the Expense Fund created in Section 9 of this Resolution.

Section 8. Construction Fund. There is hereby created by the University and ordered maintained in the custody of the University (unless otherwise provided by any subsequent Series Resolution) a separate deposit account designated the "University Construction Fund" (the "Construction Fund"). The Construction Fund shall be funded from proceeds of the Series 1989 Bonds, as provided in the Certificate of Award and in any Series Resolution adopted hereafter. Monies in the Construction Fund (including

monies earned on investment of monies in the Construction Fund) may be used for the payment or reimbursement of all costs and expenses constituting Project costs including those costs incurred by the University for and in connection with the acquisition, construction, furnishing, equipping and improving of the Project or any part thereof, and all costs and expenses of the repair, reconstruction, improvement, alteration and enlargement of the Project or any part thereof pursuant to any Series Resolution.

Each payment or reimbursement from the Construction Fund shall be made only following certification of such payment or reimbursement signed by the Treasurer, which shall specify the name or names of the persons to whom such payment or reimbursement is to be made and the amount thereof, and contain a certification that (i) none of the items for which the payment or reimbursement is proposed to be made has formed the basis for any payment or reimbursement theretofore made from the Construction Fund and, (ii) each item for which payment or reimbursement is made or is proposed to be made is or was permitted to be paid from the Construction Fund in accordance with this Section. A copy of each such certification shall be delivered to the Trustee. All monies in the Construction Fund (including monies earned thereon by investment thereof) remaining after receipt by the Trustee of a certification of completion described in the succeeding paragraph and after payment, or provision for payment

in full of the costs and expenses provided in the first sentence of this paragraph, then due and payable, except for such costs and expenses which the Treasurer certifies are not then due and payable, shall, at the direction of the University, be applied to fund additional projects constituting University Facilities (the "Additional Projects") or for such other purposes as provided in the Indenture.

The completion of the acquisition, construction, furnishing and equipping of the Project or any additional project funded by Bonds shall be evidenced by the filing with the Trustee of a certification in writing signed by the Treasurer, which certification shall state that all costs and expenses incurred in connection with the acquisition, construction, furnishing, equipping and improving of the Project or additional projects and payable out of the Construction Fund have been paid and discharged, except for such costs and expenses which the Treasurer certifies are not then due and payable.

Section 9. Expense Fund. There is hereby created by the University and ordered maintained as a separate deposit account in the custody of the Trustee in the name of the University an account designated the "University Expense Fund" (the "Expense Fund"). A portion of the proceeds from the Series 1989 Bonds shall be deposited by the Trustee at the written direction of the Treasurer in the Expense Fund for the purposes of paying the premium on any surety bond or insurance policy purchased to

satisfy the Bond Reserve Requirement and paying certain costs and expenses associated with the issuance of the Series 1989 Bonds.

Section 10. Conditions for Issuing Additional Bonds. No Additional Bonds shall be issued pursuant to any Series Resolution unless the applicable conditions listed in Sections 2.10, 2.11 and 2.12 of the Indenture have been met.

Section 11. Application of Bond Proceeds. The proceeds from the sale of the Series 1989 Bonds shall be applied solely to the purposes for which such issue is authorized pursuant to Section 2 hereof. Such proceeds shall be allocated for such purposes as provided in this Resolution, the applicable Series Resolution, and in the Indenture, and shall be held, invested and paid out as therein provided.

Section 12. Further Covenants. In addition to the covenants elsewhere contained herein, the University further covenants as follows:

(a) Payment. The University will, from the sources herein provided, pay or cause to be paid the Bond Service Charges on each and all Bonds on the dates, at the places and in the manner provided herein, in any Series Resolution, in the Indenture, in any Supplemental Indenture and in the Bonds, according to the true intent and meaning thereof.

(b) Maintenance of Pledge. The University will not make any pledge or assignment of or create or suffer any lien or encumbrance upon the Bond Fund, the Bond Reserve Fund, the

Construction Fund, the Expense Fund or General Receipts prior to or on a parity with the pledge thereof hereunder, except as authorized or permitted under the Indenture.

(c) Observance of Covenants. The University will at all times faithfully observe and perform all covenants, undertakings, stipulations and provisons contained in this Resolution, the Indenture, any Supplemental Indenture, any Series Resolution and in any and every Bond executed, authenticated and delivered under the Indenture, and in all other proceedings pertaining to the Bonds.

(d) Duties Binding on All with Authority; Enforcement by Mandamus. Each provision of the Bond proceedings is binding upon such officer, board, authority, agency, department, or other person or body as may from time to time have the authority under law to take such actions as may be necessary to perform all or any part of the duty required by such provision; and each duty of the University and the Board, and of their members, officers and employees, undertaken pursuant to the Bond proceedings for the Bonds is established as a duty of the University, the Board and of each such member, officer, and employee having authority to perform such duty, specifically enjoined by law resulting from an office, trust, or station within the meaning of Section 2731.01 of the Ohio Revised Code, providing for enforcement by writ of mandamus.

(e) Annual Reports. Within one hundred and eighty days after the end of each Fiscal Year, the University shall submit to

the Trustee and each Original Purchaser, and to each bondholder who requests the same, an annual report by the University showing the financial operations of the University during the preceding Fiscal Year, which may be in the form submitted to State officials, and also showing the status of all Special Funds at the end of such Fiscal year and the receipts thereto and payments therefrom during such Fiscal Year, and such other data as the Trustee may reasonably deem to be relevant under the Indenture and which was requested in writing. Upon request of the Trustee or the Original Purchasers, the University will make available a copy of any reports concerning the University (including audited financial statements) prepared by the official auditing agency of the State, presently the Auditor of the State, or an independent certified public accountant designated by the Auditor of the State or the University if authorized by law, subject to the availability of such reports.

(f) Inspection and Audit of Records. The Trustee, each Original Purchaser, and the holders of twenty-five percent or more of the principal amount of all outstanding Bonds shall have the right at all reasonable times to inspect and audit any records, books, documents, Special Funds, and accounts of the University, relating to the Series 1989 Bonds. Such inspection or audit may be conducted by an independent certified public accounting firm designated by the party entitled to make the inspection.

(g) Further Assurance. The University will at any and all times pass, make, do, execute and deliver such further resolutions, acts, instruments and assurances as may be necessary or desirable to carry out the purposes of this Resolution and the Indenture.

(h) Investment of Fund Monies. Except as otherwise restricted in this Resolution, any monies held as a part of any of the Special Funds or credited to any account maintained therein, at the oral or written request of the University, shall be invested or reinvested by the Trustee in Eligible Investments. No such investments shall be made for a term exceeding the date of final maturity of the Bonds. Oral requests shall be promptly confirmed in writing. The type, amount and maturity (which shall be such so that the monies invested will be available to make payments from the appropriate Special Fund or account as the monies are required from that Special Fund or account) of such investments shall be as specified by the University. Any such investment made by the Trustee may be purchased from, sold to or made with the Trustee or any commercial bank affiliate or either, and such investments shall be held by or under the control of the Trustee and shall be deemed at all times a part of the Special Fund or account from which the investment shall be credited, except as otherwise herein provided, and any loss resulting from such investments shall be charged, to the Special Fund or account from which the

investment was made. The Trustee shall sell and reduce to cash a sufficient portion of investments under the provisions of this Section whenever the cash balance in any Special Fund or account therein is insufficient to pay the current requirements from that Special Fund or account. The Trustee shall sell or redeem investments standing to the credit of the Special Funds to produce sufficient monies applicable hereunder to and at the times required for the purposes of paying Bond Service Charges when due as aforesaid, and shall do so without necessity for any order on behalf of the University and without restriction by reason of any such order. Any income on any investment made from monies credited to the Construction Fund shall be credited to the Construction Fund. Any income on any investment made from monies credited to any account in the Bond Reserve Account shall be credited to that account. Investments shall be valued in the manner provided in the Indenture.

(j) Maintenance of Tax Exemption. The University hereby covenants that it will restrict the use of the proceeds of the Series 1989 Bonds in such a manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time of the Series 1989 Bonds are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code. The Treasurer and the President of the University or either of them acting alone, are authorized and directed to give an appropriate certificate on behalf of the University, for

inclusion in the transcript of proceedings setting forth the reasonable expectations of the University regarding the amount and the use of proceeds of the Series 1989 Bonds, the facts and circumstances on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Series 1989 Bonds.

The University covenants that it (i) will take or cause to be taken such actions which may be required of it for the interest on the Series 1989 Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not take or permit to be taken any actions which would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (a) apply the proceeds of the Series 1989 Bonds to the governmental purpose of the borrowing, (b) restrict the yield on investment property acquired with those proceeds, (C) make timely rebate payments to the federal government, (D) maintain books and records and make calculations and reports, (E) refrain from certain uses of proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code. The Treasurer and other appropriate officers are hereby authorized and directed to take any and all actions, make calculations and rebate payments, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest. X

① The University expects that the Series 1989 Bonds will qualify

for the exception from rebate of arbitrage profits provided by Section 148(f)(4)(C) of the Code. Should the Series 1989 Bonds fail to qualify for such exception, the University agrees that it shall comply with the requirements of Section 148(f)(2) and (3) so as to preclude the Series 1989 Bonds from being treated as arbitrage bonds.

The University hereby designates the Series 1989 Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code. The University does not expect to issue during calendar year 1989 tax-exempt obligations (other than private activity bonds, as defined in the Code), including the Series 1989 Bonds, in an aggregate face amount in excess of \$10,000,000.

Section 13. Transcript. The Secretary of the Board shall furnish to the Original Purchasers a true transcript of proceedings, certified by the Secretary of the Board, of all proceedings had with reference to the issuance of the Series 1989 Bonds along with such information from the records of the University as is necessary to determine the regularity and validity of the issuance of said Series 1989 Bonds.

Section 14. Indenture. In order better to secure the payment of the Bond Service Charges as the same shall become due and payable, the Chairman of the Board, the President of the University and the Secretary of the Board and the Treasurer, or any one or more of them, are authorized and directed to execute,

acknowledge and deliver, in the name and on behalf of the University, an Indenture to the Trustee, in substantially the form submitted to this Board, and hereby approved, with such changes therein not substantially adverse to the University as may be permitted by the Act and approved by the officers executing the same on behalf of the University. The approval of such changes by said officers, and that such changes are not substantially adverse to the University, shall be conclusively evidenced by the execution of the Indenture by such officers.

This Resolution must be considered in conjunction with the Indenture for all purposes, including, without limitation thereto, application to this Resolution of the provisions contained in the Indenture for amendment, modification and supplementation, and provisions for separability.

Section 15. Open Meeting Determination. It is found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Revised Code.

Section 16. Effective Date. This Resolution shall take effect and be in force immediately upon its adoption. Reference

shall be made to the Indenture concerning matters not specifically addressed in this Resolution.

Adopted: _____, 1989

CERTIFICATE

This is to certify that the foregoing is a true and accurate excerpt from the minutes of the Board of Trustees of Youngstown State University meeting held on _____, 1989.

_____, Secretary

YOUNGSTOWN STATE UNIVERSITY
 Projected Resources and Expenditures for
 Executive MBA Program for Fiscal Years 1990, 1991, 1992

	SOC	FY 1989-90			FY 1990-91			FY 1991-92		
		FTE	HC-20	HC-25	FTE	HC-20	HC-25	FTE	HC-20	HC-25
PERSONAL SERVICES:										
Salaries-										
Professor	102	0.26	\$12,734	\$12,734	0.61	\$32,083	\$32,083	0.26	\$16,677	\$16,677
Associate Professor	103	0.21	\$9,115	\$9,115	0.06	\$2,304	\$2,304	0.02	\$1,014	\$1,014
Limited Service Faculty	108	0.30	\$6,000	\$6,000	0.40	\$8,000	\$8,000	0.20	\$4,000	\$4,000
Summer School Faculty	125				0.10	\$5,966	\$5,966	0.10	\$5,477	\$5,477
Student Wages	140	0.19	\$1,560	\$1,560	0.48	\$3,900	\$3,900	0.24	\$1,950	\$1,950
Supplementary Payment	191		\$15,000	\$15,000		\$21,000	\$21,000		\$6,000	\$6,000
Total Salaries		0.96	\$44,409	\$44,409	1.65	\$73,253	\$73,253	0.82	\$35,118	\$35,118
Fringe Benefits			\$8,689	\$8,689		\$13,960	\$13,960		\$6,812	\$6,812
Total Personal Services		0.96	\$53,098	\$53,098	1.65	\$87,213	\$87,213	0.82	\$41,930	\$41,930
OPERATING EXPENSES:										
Supplies	300		\$10,000	\$12,500		\$14,000	\$17,500		\$4,000	\$5,000
Field Trips	416		\$10,000	\$12,500		\$0	\$0		\$10,000	\$12,500
Public Rel. & Adv.	540		\$3,000	\$3,000		\$3,500	\$3,500		\$3,500	\$3,500
Meals - Non-residents	771		\$4,000	\$5,000		\$7,000	\$8,750		\$2,000	\$2,500
Miscellaneous N.O.C.	799		\$1,000	\$1,250		\$2,000	\$2,500		\$500	\$650
Instructional Equipment	946		\$70,000	\$87,500		\$0	\$0		\$0	\$0
Total Operating Expenses			\$98,000	\$121,750		\$26,500	\$32,250		\$20,000	\$24,150
Total Dept. Budget		0.96	\$151,098	\$174,848	1.65	\$113,713	\$119,463	0.82	\$61,930	\$66,080
RESOURCES:										
Instructional Fee			\$16,000	\$20,000		\$28,000	\$35,000		\$16,000	\$20,000
EMBA Surcharge			\$56,060	\$70,075		\$56,220	\$70,275		\$32,120	\$40,150
Non-mandatory transfer from:										
Accounting & Finance Dept.			\$5,152	\$5,152		\$7,523	\$7,523		\$1,268	\$1,268
Management Dept.			\$22,160	\$22,160		\$12,231	\$12,231		\$11,711	\$11,711
Marketing Dept.						\$14,131	\$14,131		\$9,136	\$9,136
Economics Dept.						\$9,097	\$9,097			
Unallocated Reserve			\$51,726	\$57,461						
Portion of Subsidy earnings ascrivable to Instructional activities (53%)			\$0	\$0		\$58,389	\$72,987		\$70,901	\$88,627
Total Resources			\$151,098	\$174,848		\$185,591	\$221,244		\$141,136	\$170,892
Excess (deficit) of revenue and expenses			\$0	\$0		\$71,878	\$101,781		\$79,206	\$104,812

Agenda Item F.3.e.
Exhibit E

Educational Administration Department - 02235

Departmental Budget
Fiscal Year Ending June 30, 1990

	SOC	Budget		Adjustments		Adjusted Budget	
		FTE	Amount	FTE	Amount	FTE	Amount
Personal Services:							
Professor	101	0.00	\$0	1.00	\$30,462	1.00	\$30,462
Associate Professor	102	0.00	\$0	1.00	\$21,924	1.00	\$21,924
Chairmen Supplement	109	0.00	\$0		\$1,815		\$1,815
Total Salaries				2.00	\$54,201	2.00	\$54,201
Fringe Benefits		0.00	\$0		\$13,550		\$13,550
Total Personal Services				2.00	\$67,751	2.00	\$67,751
Operating Expenses:							
Supplies	300	0.00	\$0		\$500		\$500
Travel	410	0.00	\$0		\$400		\$400
Telephone	551	0.00	\$0		\$200		\$200
Postage, Freight, UPS Charges	570	0.00	\$0		\$300		\$300
Miscellaneous, N.O.C.	799	0.00	\$0		\$400		\$400
Total Operating Expenses		0.00	\$0		\$1,800		\$1,800
Total Departmental Budget		0.00	\$0	2.00	\$69,551	2.00	\$69,551
Funding Sources:							
Transfer from:							
Secondary Education					\$50,001		\$50,001
Unallocated Reserve					\$19,550		\$19,550
					\$69,551		\$69,551

Agenda Item F.3.f
Exhibit F

Secondary Education Department - 02240

Departmental Budget
Fiscal Year Ending June 30, 1990

	SOC	Budget		Adjustments		Adjusted Budget		
		FTE	Amount	FTE	Amount	FTE	Amount	
Personal Services:								
Salaries:								
Professor	102	4.20	\$211,637			4.20	\$211,637	
Associate Professor	103	3.50	\$115,380	-1.00	(\$23,385)	2.50	\$91,995	
Assistant Professor	104	1.20	\$33,085	-1.00	(\$16,616)	0.20	\$16,469	
Extended Teaching Service Faculty	106	0.33	\$16,464			0.33	\$16,464	
Chairmen Supplement	109		\$2,951			0.00	\$2,951	
Summer School	125	2.00	\$77,867			2.00	\$77,867	
Civil Service - Classified	130	1.00	\$22,256			1.00	\$22,256	
Total Salaries		12.23	\$479,640	-2.00	(\$40,001)	10.23	\$439,639	
Fringe Benefits			\$109,285		(\$10,000)		\$99,285	
Total Personal Services		12.23	\$588,925	-2.00	(\$50,001)	10.23	\$538,924	
Operating Expenses:								
Supplies	300		\$5,000				\$5,000	
Travel	410		\$2,125				\$2,125	
Subscriptions, Books, Reports	510		\$500				\$500	
Telephone	551		\$780				\$780	
Maint. & Repairs - Movable Equip.	620		\$200				\$200	
Total Operating Expenses			\$8,605				\$8,605	
Total Departmental Budget		12.23	\$597,530	-2.00	(\$50,001)	10.23	\$547,529	
Transfer to:								
Educational Administration					(\$50,001)			

Agenda Item F.3.f.
Exhibit G

DRAFT

AGREEMENT

I. Parties

This Agreement is entered into by and between Youngstown State University (hereinafter referred to as "University") and the Penguin Club, a nonprofit, tax exempt organization founded primarily for the promotion and development of intercollegiate athletics at Youngstown State University.

II. Purpose

The intention of this Agreement is to recognize the Penguin Club as the exclusive agent of the University for the purpose of athletic fund raising and development on behalf of the University; and, further, to set out the terms and conditions that govern the parties' relationship.

III. Conditions

Now therefore, in consideration of the purposes noted above and the promises contained herein, the parties agree as follows:

- A. The University shall hereafter recognize the Penguin Club as the exclusive agent of the University for purposes of athletic fund raising and development efforts on behalf of the University.
- B. The University agrees to provide to the Penguin Club a full-time employee designated as an assistant to the University's Executive Director of Athletics. This employee shall serve as liaison between the Penguin Club and the University (through the Executive Director of Athletics) and assist and advise the Penguin Club in coordinating and organizing its efforts to provide funds for the support of intercollegiate athletics at the University.
- C. The aforementioned employee shall serve in the capacity of Managing Director of the Penguin Club. This employee shall be considered a full-time employee of the University and his or her compensation and benefits shall be determined and paid by the University.

- D. The University agrees to provide the Managing Director of the Penguin Club with adequate office space, furniture, equipment, telephones, materials and supplies, and access to athletic department support staff as needed or determined to be necessary from time to time by the University through the Executive Director of Athletics. Such support shall be provided at the sole expense of the University.
- E. The Penguin Club shall maintain its independent constitution and Board of Trustees and shall continue to maintain its existence separate and independent from the University. However, the Penguin Club shall function under the general direction and supervision of the Managing Director of the Penguin Club with respect to its activities of athletic fund raising and development on behalf of the University. The Managing Director of the Penguin Club and the Executive Director of Athletics at the University shall both serve as members of the Board of Trustees of the Penguin Club for the duration of this Agreement. The Managing Director of the Penguin Club shall be an ex officio member of the Board without vote. These duties and responsibilities will hereafter be included as part of the job description for those positions.
- F. The position of Managing Director of the Penguin Club shall come under the direct supervision of the Executive Director of Athletics (in coordination with the Penguin Club Board of Trustees) who shall dictate the duties, control functions and assign job responsibilities to the Managing Director of the Penguin Club.
- G. In exchange for the University's agreement for affiliation and to provide the Penguin Club with a Managing Director with attendant support services, the Penguin Club agrees to distribute all net revenue to the University on or before May 30 of each succeeding year. The net revenue of the Penguin Club for distribution shall be defined

as the total revenue and receipts, less the operational costs and expenses for the Penguin Club, but not including the compensation or expenses of the Managing Director and attendant support services and supplies.

- H. The Penguin Club agrees at all times to employ the services of a Certified Public Accountant who shall provide to the University at the expense of the Penguin Club a year-end audited statement of all receipts and disbursements, in accordance with generally accepted accounting principles.
- I. The University shall have the right to inspect the books and records of the Penguin Club at all reasonable times.
- J. The Penguin Club shall annually prepare an operating budget by April 1 of each year. This operating budget shall be submitted to the Executive Director of Athletics for review and recommendation to the Penguin Club Board of Trustees.
- K. All receipts or revenues of the Penguin Club shall be deposited to one bank account maintained in Youngstown, and all disbursements shall be by check against that bank account. All checks written against that account must be signed by the Managing Director and co-signed by either the President or Treasurer of the Penguin Club.
- L. The Penguin Club shall be used solely for the benefit of and the development or advancement of intercollegiate athletics, scholarships, and the promotion of the athletic program at the University, and shall not be affiliated with or promote the goodwill or development of any other program, entity, group, person or persons, or institution.

- M. The Penguin Club represents and covenants that there are no known or outstanding debts, indebtedness or liability on behalf of the Penguin Club other than as enumerated in Exhibit A, and that the Penguin Club represents that there are no outstanding, pending, or threatened claims or lawsuits. The Penguin Club agrees to hold harmless the University and indemnify the University from any claims known or unknown that may arise from transactions prior to the effective date of this Agreement. The Penguin Club further agrees to obtain Directors and Officers liability insurance covering the Penguin Club and the University as an additional insured. Such insurance shall be in the amount of \$1,000,000 and shall expressly waive the right of the insurer of subrogation, for any reason, against the University, its trustees, officers, employees and agents. A certificate of insurance shall be kept in full force and effect at all times during the term of this Agreement.
- N. The Penguin Club shall at all times adhere to all University, Conference, and NCAA rules and regulations respecting intercollegiate athletics.
- O. The parties agree to execute any and all documents necessary to carry out the the intent of this Agreement.
- P. The Penguin Club shall remain as a legal entity with a separate constitution and by-laws and governing Board of Trustees. However, the Penguin Club specifically agrees to amend its constitution and/or by-laws in order to comply with all provisions of this Agreement. All other provisions of the Penguin Club's constitution and by-laws as now adopted and stated in attached Exhibit B are hereby approved and accepted and further are hereby incorporated into this Agreement as though fully rewritten herein.

- Q. Modification or revision of this Agreement may be made from time to time only upon the mutual written consent of the parties.

- R. The effective date of this Agreement shall be the _____ day of _____, 1989, and shall continue in effect from year to year, unless terminated by either party upon 90-days written notice. Such notice to be by U.S. mail, first-class postage, return receipt requested or through personal service.

PENGUIN CLUB

YOUNGSTOWN STATE UNIVERSITY

BY: _____

BY: _____
Neil D. Humphrey, President

DATE: _____

DATE: _____

ARTICLE I. NAME, PURPOSE, OPERATION

Section I. NAME

The name of this organization shall be The Penguin Club.

Section II. PURPOSE

To provide funds for the support of intercollegiate athletics at Youngstown State University.

Section III. OPERATION

All monies received by the Penguin Club shall be deposited to an account in such financial and investment institutions as the Board of Trustees may from time to time designate. This fund is to be administered by the Athletic Director and all funds are to be used for the betterment of intercollegiate athletic programs. The Treasurer, at a monthly meeting, shall submit the financial report to the Board of Trustees of the Penguin Club. Any single expenditure exceeding \$250.00 will be presented to the Board of Trustees for review prior to the expenditure.

A proposed budget for the next fiscal year shall be presented to the Board of Trustees for approval by the April meeting, a copy of which shall be available to the membership upon request. This budget shall be accompanied by a list of possible projects for the year.

ARTICLE II. MEMBERSHIP, ANNUAL MEETING, PRIVILEGES

Section I. MEMBERSHIP AND DUES

The annual dues for any person, company, or corporation shall be reviewed and determined annually by the Board of Trustees. All contributions, less cost of the value of benefits and privileges received, will be tax deductible.

The one (1) year honorary silver membership shall be granted all Youngstown State University athletes upon completion of their eligibility.

Section II. ANNUAL MEETING

The annual meeting of the Penguin Club membership shall be held in May each year at a place designated by the Board of Trustees.

Section III. PRIVILEGES

Privileges of membership shall be the right to vote, to hold office, and other benefits as determined by the Board of Trustees. Persons holding dual membership, companies and corporations shall each have one vote. Such persons, companies, and corporations shall designate a person to cast their vote in any and all membership meetings.

Section I. OFFICERS

The officers shall be President, First Vice President, Second Vice President, and Treasurer. The Athletic Director shall be an ex-officio member of the Board of Trustees and serve as Executive Director.

Section II. ELECTION OF OFFICERS

The officers shall be elected at the annual meeting by a majority vote of those members present. They shall hold office for (1) year and assume their duties July 1st. The First Vice President shall succeed to the presidency.

Section III. BOARD OF TRUSTEES

The affairs of The Penguin Club shall be administered by a Board of Trustees made up of the elected officers, ~~eighteen (18)~~ trustees, the Immediate Past President, and the Executive Director. All head coaches shall be honorary trustees. One non-voting representative of the honorary ~~lifetime~~ membership shall be elected to an honorary position on the Board of Trustees. Honorary members of the Board shall not have voting privileges on the Board of Trustees.

twenty-four (24)

Booster

Section IV. ELECTION OF TRUSTEES

The Board of Trustees shall be elected by the general membership at the annual meeting. A nominating committee will present a slate of candidates for the number of positions to be filled and further nominations may be made from the floor. The nominating committee shall consist of five (5) members and be appointed by the President not later than thirty (30) days prior to the annual meeting.

The elected members of the Board of Trustees shall serve ~~three (3)~~ years with ~~one-third (1/3)~~ of the trustees being elected each year under a rotating trusteeship system.

four (4)

one-fourth (1/4)

A trustee may not serve successive ~~three-year~~ terms on the Board of Trustees. One (1) year must elapse before being eligible for election.

four-year

Any vacancy which may occur in an executive position shall be filled by majority vote of the Board of Trustees acting on the recommendation of the nominating committee. This appointment shall be for the remainder of the term at which time the position will be open for election.

ARTICLE IV. DUTIES OF OFFICERS

Section I. PRESIDENT

The President shall preside at all meeting of the general membership. The President shall also be the Chairman of the Board of Trustees. He shall execute the duties generally ascribed to this office subject to the control of the Board of Trustees.

Section II. FIRST VICE PRESIDENT

The First Vice President shall perform such duties of the President in his absence and shall further be charged with assisting the President in the function of all committees and that of the Board of Trustees. He shall be the Chairman of the nominating and the membership committees.

He shall have such other and further powers and duties as may be assigned to him by the President or Board of Trustees.

Section III. SECOND VICE PRESIDENT

The Second Vice President shall be Chairman of the Finance Committee. He shall have further duties as may be assigned to him by the President or the Board of Trustees.

Section IV. TREASURER

The Treasurer shall be custodian of funds and securities of the Penguin Club and deposit such funds as indicated in Article I, Section III. He will prepare all financial records for the purpose of a yearly audit and, further, be responsible for completing tax reports as required.

Section V. EXECUTIVE DIRECTOR

The Executive Director shall keep the minutes of all meetings. He shall be charged with correspondence, keeping financial records, and disbursing monies. He will advise the officers and the Board of Trustees in policy matters pertaining to Youngstown State University, the National Collegiate Athletic Association, the Association of Intercollegiate Athletics for Women, and any conference in which Youngstown State University may hold membership.

Also, with regard to any action pertaining to Youngstown State University, its operation or integrity, the Executive Director shall have the power of veto which he may exercise if, in his discretion, such action is inappropriate or could reflect adversely upon the reputation of the University. Such veto must be issued to the club President, in writing, delineating the reasons therefore. A three-quarter vote of all members on the rolls of the Penguin Club on the date that the veto is received by the club President will override such veto.

As a matter of courtesy, to the best of his ability, the Executive Director will inform the Penguin Club trustees of the predisposition of Youngstown State University with regard to any proposed action. Particularly with regard to donations of any sort, since only the Board of Trustees of Youngstown State University may accept them, the Executive Director will keep the Penguin Club trustees informed so as to avoid the possibility of a rejection of a donation because of unacceptable conditions, thereby eliminating any consequent embarrassment.

He shall appoint an Assistant Executive Director who will assist him in these matters.

Section VI. ASSISTANT EXECUTIVE DIRECTOR

The Assistant Executive Director, an ex-officio member of the Board of Trustees, shall perform such duties of the Executive Director in his absence and shall further be charged with assisting the Executive Director in the function of his duties.

Section VII. BOARD OF TRUSTEES

The Board of Trustees shall make such rules and regulations as are appropriate for the conduct of its business. The Board shall have not less than four (4) meetings a year, one of which shall be the reorganizational meeting immediately following the annual meeting. The President is required to hold a special meeting, upon call, of not less than ~~six (6)~~ trustees. Such a meeting shall be announced ten (10) days in advance and its purpose stated in writing. eight (8)

Any vacancy which may occur prior to the end of a term shall be filled by Board appointment for the duration of that term. Such an appointment shall not be considered "full-term" for the purpose of re-election to the Board of Trustees. A quorum shall consist of ~~six (6)~~ eight (8) ~~(6)~~ members of the Board at all meetings thereof.

Any board member absent from three (3) consecutive board meetings without prior notice will be removed from office. ~~Following two (2) consecutive absences, without prior notice,~~ said member shall be notified by letter from the President of his responsibility and have an opportunity to justify his absences to the executive committee.

ARTICLE V. FISCAL YEAR

The fiscal year shall be from July 1 to June 30 of each year.

ARTICLE VI. DISSOLUTION

Section I.

In the event of dissolution or cessation of activities of the Penguin Club, all funds, properties, rights, and interests shall be given to Youngstown State University and designated for intercollegiate athletics.

Section II.

Two-thirds of the members of the Board of Trustees or the Executive Director and three members of the Board of Trustees may, by giving thirty (30) days notice to each member, call a special meeting of the membership to consider dissolution. A majority vote by the membership present at that meeting or at an annual meeting shall be required to disband the club.

ARTICLE VII. AMENDMENTS

Section I.

These articles may be amended at the annual meeting by a majority vote of the membership present provided the proposed amendments shall have been submitted, in writing, to the Executive Director thirty (30) days prior to the annual meeting.

Section II.

The Executive Director shall mail a copy of the proposed amendments to all members of the Penguin Club not later than two weeks prior to the annual meeting.

ARTICLE VIII. COMMITTEES

Section I. EXECUTIVE COMMITTEE

Chairman: President

Members: First Vice President, Second Vice President, Treasurer, Executive Director, Immediate Past President

Purpose: (1) to prepare the agenda for monthly and annual meetings; and (2) assist the President in necessary decisions which allow the club to function effectively.

Section II. FINANCE COMMITTEE

Chairman: Second Vice President

Members: To be appointed by the Board of Trustees

Purpose: (1) advisory committee recommending to the Board of Trustees financial policy regarding investments; (2) assist in formulation of the annual budget; and (3) maintenance of financial procedures as well as review and recommendation regarding annual audit.

Section III. MEMBERSHIP COMMITTEE

Chairman: First Vice President

Members: To be appointed by the Board of Trustees

Purpose: (1) recommend to the Board of Trustees any changes in dues structure and any membership privileges involved for the coming year; and (2) organize, prepare, and formulate all plans, procedures, brochues, materials, and people-power necessary to complete the task of a yearly membership drive.

Section IV. RAY T. DAVIS SCHOLARSHIP COMMITTEE

Chairman: Executive Director

Members: President, Ray T. Davis or his designate

Purpose: Selection of the recipient of the tuition scholarship to a Mahoning County resident or graduate of a Mahoning County school.

Section V. AWARDS COMMITTEE

Chairman: Executive Director

Members: To be appointed by the President

Purpose: Selection of those members of the Penguin Club or University athletic community who have made a contribution of outstanding service to the club and/or athletic program. It is not mandatory that the award be given each year; similarly, it is not limited to any number of awards per year.

Section VI. NOMINATING COMMITTEE

Chairman: First Vice President

Members: To be appointed by the President

Purpose: (1) formulation of a slate of officers and trustees to be recommended to the Board of Trustees; and (2) convene to make recommendations to the Board regarding any vacancies which may occur on the Board.

Section VII. FUND RAISING COMMITTEE

Chairman: Member of the Finance Committee selected by the President

Members: To be appointed by the President

Purpose: (1) to make recommendations to the Board of Trustees on possible fund-raising events during the fiscal year; and (2) assist, as assigned by the President, in organizing and formulating all plans and procedures as are necessary to complete each fund-raising activity undertaken.

Section VIII. CONSTITUTION COMMITTEE

Chairman: To be appointed by the President

Members: To be appointed by the President

Purpose: To edit, rewrite, and propose to the Board of Trustees any additions, deletions, or corrections in the present constitution which will enhance the efficient operation of the organization.

Section IX. EVENTS COMMITTEE

Chairman: To be appointed by the President

Members: To be appointed by the President

Purpose: To plan, organize, and implement all aspects of the annual meeting and all club-sponsored events.

Section X. ATHLETIC AWARDS BANQUET COMMITTEE

Chairman: To be appointed by the President

Members: To be appointed by the President

Purpose: To plan, organize and implement all aspects of the Athletic Awards Banquets.

Section VIII. CONSTITUTION COMMITTEE

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Members: To be appointed by the President

Purpose: To edit, rewrite, and propose to the Board of Trustees any additions, deletions, or corrections in the present constitution which will enhance the efficient operation of the organization.

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Chairman: To be appointed by the President

Members: To be appointed by the President

Purpose: To plan, organize, and implement all aspects of the annual meeting and all club-sponsored events.

Section X. ATHLETIC AWARDS BANQUET COMMITTEE

Chairman: To be appointed by the President

Members: To be appointed by the President

Purpose: To plan, organize and implement all aspects of the Athletic Awards Banquets.



Youngstown State University / Youngstown, Ohio 44555-0001

September 26, 1989

TO: All Trustees
Dr. Neil D. Humphrey, President

FROM: Rose M. Butler *Rose M. Butler*
Secretary Pro-tem, Board of Trustees

Enclosed is a copy of draft minutes of the meeting of the Board of Trustees held on September 22.

Enclosure

cc: Dr. Bernard T. Gillis, Provost
Dr. Taylor Alderman, Vice President--Personnel Services
Mr. Edmund J. Salata, Executive Director of Finance
Mr. Alan R. Kretzer, Legal Counsel



Youngstown State University / Youngstown, Ohio 44555-0001

November 30, 1989

TO THE TRUSTEES OF
YOUNGSTOWN STATE UNIVERSITY

This notice is to advise that the next regular meeting of the Board of Trustees will be held at 1:30 p.m., or upon completion of the luncheon honoring Anne Kilcawley Christman, on Friday, December 15, 1989 in the Board Room in Tod Hall.

Copies of the Agenda for the meeting will be delivered Wednesday, December 13, 1989.


Neil D. Humphrey
President

pdm

cc: Attorney Kretzer
Ms. Skarbinski, YSU Alumni
Dr. Russo, YSU-OEA
Mr. Thompson, YSU-ACE