

**Minutes of First Meeting of Board of Directors  
of  
Computational Marine Ethology Research Institute  
(COMERI)**

The board of directors of COMERI held its first meeting on February 16th, 2018, at 4:00 PM.

The following directors, constituting a quorum of the full board, provided a signed voting document prior to the Board meeting: Gianluca Iaccarino, Ph.D., Greg Wagner, Ph.D, and Guglielmo Scovazzi, Ph.D. This document was posted under [comeri.org](http://comeri.org) web page for all participants to see prior to the meeting. The following directors were present at the meeting via joint conference call: Gianluca Iaccarino, Ph.D., and Greg Wagner, Ph.D., while the following directors were absent: Ph.D, Guglielmo Scovazzi.

On motion and by unanimous vote, Stefan Domino, Ph.D., was elected temporary chairperson and then presided over the meeting. Matt Barone, Ph.D., was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice verbally agreed to by each of the directors prior to the call of this meeting. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting. It now precedes the minutes of this meeting in the corporate records book.

**Articles of Incorporation**

The chairperson announced that the articles of incorporation were filed with the office of New Mexico Secretary of State on January 18th, 2018 and granted on January 24th, 2018.

RESOLVED, that the president of this corporation is directed to see that a copy of the articles of incorporation or similar organizing instrument of this corporation, file-stamped or certified by the secretary of state or other appropriate state office or official, is kept at the corporation's principal office.

### **Bylaws**

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

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

### **Board Member Voting**

On motion and by unanimous vote of the quorum, the founder, Stefan Domino, was elected to serve on the board thereby increasing the total number of board members of COMERI to four.

On motion and by unanimous vote, Gianluca Iaccarino, who served as one of the three initial board members for the State of New Mexico Article of Incorporation paperwork, recused himself from the board to avoid any possible conflict of interest, thereby reducing the formal board member count to three (Greg Wagner, Guglielmo Scovazzi, and Stefan Domino).

### **Conflict of Interest**

RESOLVED, that the conflict of interest policy contained within the adopted bylaws have been met;

RESOLVED FURTHER, that the temporary chairperson of this corporation is directed to see that a copy of the bylaws is kept at the corporation's principal office and online.

### **Corporate Tax Exemptions**

The chairperson announced that Tax Exemption forms to the IRS are in the process of being submitted. Communication as to the Tax Exempt status will be formally reported on at the next corporate meeting with updates provided at [comeri.org](http://comeri.org).

### **Election of Officers**

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Stefan Domino, Ph.D	President
Steve Bova, Ph.D	Vice President
Matt Barone, Ph.D	Secretary
Clare Amann, Ph.D, MBA	Treasurer

Each officer who was present accepted his or her office. Thereafter, the president presided at the meeting as chairperson of the meeting, as per the approved bylaws, and the secretary of the corporation acted as secretary of the meeting.

### **Principal Office**

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the bylaws, upon motion duly made and seconded, it was

RESOLVED, that the principal office of this corporation shall be located at 74 Moccasin Trail, Sandia Park, NM, i.e., until Institute funds allow for a public corporate office.

### **Webpage, [www.comeri.org](http://www.comeri.org)**

The usage of the corporate webpage located under the [comeri.org](http://comeri.org) domain name was unanimously

RESOLVED, that this page can be used to store meeting minutes and bylaws in addition to a set of corporate sealed documents held at the Principal Office.

RESOLVED, that password protected webpages were provided to the Board and Officers.

### **Bank Account**

Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited within a corporate account to be opened within the Sandia Labs Federal Credit Union.

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

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

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

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

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

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

### **Compensation of Officers**

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously RESOLVED, that the following initial annual salaries be paid to the officers of this corporation:

President	\$0
Vice President	\$0
Secretary	\$0
Treasurer	\$0

### Corporate Seal

The secretary presented to the meeting for adoption a proposed form of seal of the corporation. Upon motion duly made and seconded, it was a simple seal including name (Computational Marine Ethology Research Institute), State of Incorporation (New Mexico), and Date of Incorporation (01/2018).

RESOLVED, that the form of corporate seal presented to this meeting be and hereby is adopted as the seal of this corporation, and the secretary of the corporation is directed to place an impression thereof in the space next to this resolution.

### Acceptance of the minutes of the meeting

*Time was allocated for the board to read and accept the minutes of the first COMERI board meeting, 02/16/2018,*

RESOLVED, that the minutes of the meeting have been accepted.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: 02/16/2018

Matthew Baum, Secretary (original held at the corporate office)

