

TCAABC

Minutes of April 20, 2015 Special Board Meeting

Members Present:

Thomas Eckstein, chair
Charles Lentz
Joel Michael
Elizabeth Lueth, TCAHS/TCA staff

Chair Eckstein called the meeting to order at 5:20 p.m.

Ms. Lueth presented the Reimbursement Resolution for the tax exempt bond project (copy attached to these minutes). Following a discussion, Chair Eckstein moved adoption of the resolution; Mr. Lentz seconded the motion. Motion carried.

Ms. Lueth distributed and presented the proposed By-Laws of TCAABC (copy attached to these minutes). Mr. Michael moved that the board adopt the proposed by-laws; Mr. Lentz seconded the motion. Motion carried.

Ms. Lueth distributed and presented the Articles of Incorporation of the TCAABC as approved by Craig Kepler, the Incorporator of TCAABC (copy attached to these minutes). Mr. Michael moved that the board accept the Articles of Incorporation; Mr. Lentz seconded the motion. Motion carried.

Mr. Lentz moved adjournment; Mr. Michael seconded the motion. Motion carried and the meeting was adjourned.

Respectfully submitted,



Joel Michael
Secretary

June 19, 2015

**RESOLUTION DECLARING REIMBURSEMENT INTENT IN CONNECTION WITH A
PROJECT UNDERTAKEN BY TCAABC AND THE ISSUANCE OF TAX-EXEMPT
BONDS TO PROVIDE FINANCING THEREFOR**

WHEREAS, TCAABC, a Minnesota company (the “**Company**”), is an organization that is exempt from payment of taxes under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Company has determined to undertake a project (the “**Project**”) pursuant to Minnesota Statutes, Sections 469.152 to 469.1651, as amended, consisting of the acquisition of a school facility located in the City of St. Paul, Minnesota (the “**City**”); and

WHEREAS, to provide financing for the Project, the Company expects to borrow proceeds of tax-exempt revenue bonds in an original principal amount of approximately \$15,000,000 (the “**Bonds**”); and

WHEREAS, Twin Cities Academy High School, a Minnesota nonprofit corporation (the “**School**”) has agreed to make certain rental payments to the Company pursuant to a Lease Agreement (the “**Lease Agreement**”) between the School and the Company; and

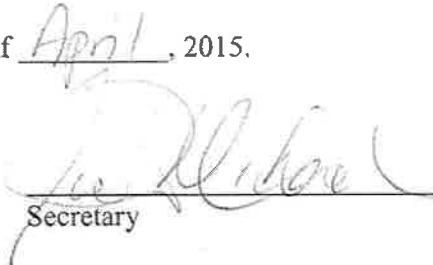
WHEREAS, the Company has made and will be making payment of certain costs of the Project in advance of the issuance of the Bonds and desires that proceeds of the Bonds be applied to the reimbursement of any of such prior expenditures and desires to express an official reimbursement intention with respect to all such expenditures to be reimbursed from the proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE COMPANY, AS FOLLOWS:

1. It is desirable that certain expenditures for or relating to the Project be incurred and paid prior to the issuance of the Bonds;
2. The Company reasonably expects to reimburse the above-described expenditures with the proceeds of the Bonds and
3. No funds (from sources other than the Bonds) are, or are reasonably expected to be, allocated on a long-term basis, reserved or otherwise set aside pursuant to the Company’s budget or financial policies for such expenditures at this time.

I, the undersigned, being a duly qualified and acting officer of TCAABC, a Minnesota company (the "Company"), hereby certify that attached hereto is a compared, true and correct copy of a corporate resolution duly adopted on April, 2015, by the Board of Directors of the Company, at a special meeting of the Board of Directors duly called and held, and that said resolution has not been modified, amended, rescinded or revoked and has been in full force and effect since its adoption and at all times thereafter, to and including the date hereof.

WITNESS my hand this 20th day of April, 2015.


Secretary

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OF
TCAABC**

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BYLAWS
OF
TCAABC
(the “Corporation”)

ARTICLE 1.
PURPOSE

Section 1.1. Compliance with Minnesota Law.

The purposes of the Corporation are as stated in its Articles of Incorporation. In the event that Minnesota law limits or enhances the powers of the Corporation’s Board of Directors set out herein, the law provisions shall prevail except to the extent that the Board of Directors exercises any options it may have to accept the law provisions or choose other options.

Section 1.2. Mission Statement.

To support the mission and vision of Twin Cities Academy High School through the ownership of real property.

ARTICLE 2.
OFFICES

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation, or as amended. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE 3.
MEMBERSHIP

The sole Member of the Corporation shall be as set forth in the Articles. The Member will conduct an annual meeting, and such additional meetings as may be required from time to time.

ARTICLE 4.
BOARD OF DIRECTORS

Section 4.1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. 124D.10, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform, including the general governance, management and educational direction of the Corporation.

Section 4.2. Number, Tenure and Qualifications.

The Board of Directors shall be comprised of at least three nonrelated members, unless otherwise determined by the Board.

The Board of Directors will be selected or appointed in a manner that does not create a conflict of interest with the Board of Directors of any charter school that leases property from the Company as set forth in Minn. Stat. § 124D.10, Subd. 4a. Directors will be replaced as set forth in the Articles.

Section 4.3. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the call of the Board Chair, at the request of a majority of the Board of Directors by written notice received by e-mail, mail, in person or by facsimile at least five (5) days prior to the meeting, and at least one (1) time during the school year. The Annual meeting shall count as a regular meeting. The notice shall designate the time, place and date of such meeting.

Section 4.4. Special Meetings.

4.4.1. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of at least one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be e-mailed or mailed to each director at least twenty-four (24) hours before the day on which the meeting is to be held, or be delivered in person or by telephone, not later than a reasonable time before the meeting is to be held.

4.4.2. In the case of an emergency situation involving health, safety, and security, the notification requirements of a Special Meeting may be waived by the Board Chair.

Section 4.5. Quorum and Adjourned Meeting.

A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 4.6. Voting.

Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 4.7. Compensation.

Directors shall not receive compensation for their services as a Director. However, the directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 4.8. Meetings Without Notice.

Subject to the provisions of Minn. Stat. 317A.201 et. seq., any director may, in writing or orally, either before, at or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

Section 4.9. Committees of the Board.

The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committee. Committee members must be natural persons, but need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Provided, however, no committee of the Board shall have membership greater than 49% of the members of the Board. All committees shall be chaired by a member of the Board.

Section 4.10. Authority of Committees.

Any committee, to the extent provided in these Bylaws or in the resolutions creating such committee, shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue shall be required before it shall require referral of such issue to the entire Board of Directors.

- 4.10.1. *Procedures for Conducting Meetings.* The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board Chair shall be an ex-officio member of all committees, unless he serves as a member of such committee. The meetings of all committees shall be open to attendance by all directors, which directors may participate in any such meeting but may not vote unless such director is a member of the committee.

4.10.2. *Limitation on Authority of Committees.* Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Section 4.4 above.

Section 4.11. Conflicts of Interest; Material Financial Interest.

A contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and an organization in or of which one or more of this Corporation's Directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

4.11.1. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to this corporation at the time it was authorized, approved or ratified; or

4.11.2. The material facts as to the contract or transaction and as to the director's or directors' interests are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section 4.11: (i) a Director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as an officer, employee or agent of this Corporation, even though the first director is also receiving compensation from this corporation; and (ii) a Director has a material financial interest in each organization in which the director, or the spouse, parents and spouses of parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

Failure to comply with the provisions of this Section 4.11 shall not invalidate any contract or transaction to which this Corporation is a party.

Section 4.12. Non-Discrimination.

The Corporation does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, status with regarding to public assistance, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of any staff, selection

of volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive and welcoming facility and environment for all.

This statement is in accordance with the provisions of Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and Regulations of the U.S. Department of Health and Human Services issued pursuant to these statutes at Title 45 Code of Federal Regulations Parts 80, 84, and 91.

ARTICLE 5.
OFFICERS AND EMPLOYEES

Section 5.1. Number: Election.

The officers of the Corporation shall be elected by the Board of Directors at its annual meeting.

Section 5.2. Vacancies.

A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 5.3. President (and Board Chair).

The President shall:

- 5.3.1. Act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation;
- 5.3.2. Preside at all meetings of the Board of Directors if present;
- 5.3.3. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation;
- 5.3.4. Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- 5.3.5. Have the general powers and duties usually vested in the office of the president; and
- 5.3.6. Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, § 317A.305, Subd. 2, and as the Board of Directors may from time to time prescribe.

Section 5.4. Treasurer.

The Treasurer shall:

- 5.4.1. Keep accurate accounts of all monies of the Corporation received or disbursed;

- 5.4.2. Deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
- 5.4.3. Have the care and custody of the corporate funds and securities;
- 5.4.4. Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- 5.4.5. Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;
- 5.4.6. Render to the Board Chair and the Board of Directors, whenever required, an account of all of his transactions as Treasurer and of the financial condition of the Corporation;
- 5.4.7. Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair; and
- 5.4.8. Act as Board Chair in the absence of the President.

Section 5.5. Secretary.

The Secretary shall maintain the office of the Corporation and shall:

- 5.5.1. Attend all meetings of the members, the Board of Directors and all committees (when requested) or appoint an alternate member of the Board;
- 5.5.2. Record all proceedings of the minutes of the members, Board of Directors and committees in a book to be kept for that purpose;
- 5.5.3. Preserve all documents and records belonging to the Corporation;
- 5.5.4. Maintain a list of all members of the Corporation in good standing;
- 5.5.5. Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees;
- 5.5.6. Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time; and
- 5.5.7. Act as Board Chair in the absence of the President and Treasurer.

Section 5.6. Management and Administrative Employees.

The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time, all as prescribed by the Board of Directors.

and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE 7.
INDEMNIFICATION

Section 7.1. Indemnification.

Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 7.2. Insurance.

The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE 8.
AMENDMENTS

Subject to the right of the Member to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

ARTICLE 9.
FINANCIAL MATTERS

Section 9.1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 9.2. Loans and Pledges.

No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 9.3. Authorized Signatures.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 9.4. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 9.5. Corporate Seal.

The Corporation shall not have a corporate seal.

Section 9.6. Documents Kept at Registered Office.

The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of any document required by law, including, but not limited to:

- 9.6.1. Records of all proceedings of the Board of Directors and all committees;
- 9.6.2. Records of all votes and actions of the members;
- 9.6.3. All financial statements of this Corporation; and
- 9.6.4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 9.7. Accounting System and Audit.

The Board of Directors shall cause to be established and maintained, in accordance with provisions of Minnesota law, in particular with the provisions of Minn. Stat. §124D.10 Subd.8(i) and, to the extent not in conflict with the law, with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board is required by law to and shall cause the records and books of account of the Corporation to be audited at least once each fiscal year as of June 30 of any year (or such other date as the law may require) and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE 10.
MISCELLANEOUS

Section 10.1. Gender References.

All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 10.2. Plurals.

All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

CERTIFICATE

The undersigned members of the 2014-2015 Board of Directors of TCAABC, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the bylaws adopted for the Corporation.

Date

Tom Eckstein

Date

Chuck Lentz

Date

Joel Michael

**ARTICLES OF INCORPORATION
OF
TCAABC
(the "Corporation")**

These Articles of Incorporation are signed and acknowledged by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statute, Chapter 317A.

**ARTICLE I.
NAME**

The name of this Corporation is: **TCAABC**.

**ARTICLE II.
REGISTERED OFFICE**

The address of the registered office in the state of Minnesota is: 835 East Fifth Street, Saint Paul, Minnesota, 55106.

**ARTICLE III.
SOLE MEMBER**

The sole member of the Corporation shall be: Twin Cities Academy High School (the "**School**"), a Minnesota nonprofit corporation. The sole member will have all powers available to the member of a corporation under Minn. Stat 317A.401, et seq., including, without limitation, the power to remove or appoint directors of the Corporation.

**ARTICLE IV.
PURPOSE; EXEMPTION REQUIREMENTS**

The Corporation is organized and shall be operated exclusively in support of the School and in particular to purchase, own, and/or construct a public schoolhouse, for lease to the School, on real estate owned by the Corporation. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter in effect (the "**Code**"), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay to non-members reasonable compensation for services rendered and to make payments and distributions to non-members in furtherance of the purpose set forth in the purpose clause hereof.
- b. No part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- d. The Corporation will not begin construction of a new facility until a positive review and comment is received from the Minnesota Department of Education pursuant to Minnesota Statutes section 123B.71.

ARTICLE V.
INITIAL DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's bylaws. No director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VI.
PERSONAL LIABILITY

Neither the incorporator, directors, officers, employees nor the representatives or agents of the Corporation shall be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

ARTICLE VII.
DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

ARTICLE VIII.
INCORPORATOR

The incorporator of the corporation is Craig Kepler whose address is 80 S. 8th Street, Ste. 4200, Minneapolis, Minnesota, 55402.

IN WITNESS WHEREOF, I have hereunto set my hand this ___th day of January, 2015.

Craig A. Kepler, Incorporator