

AGENDA  
Liberty Leadership Academy  
Special Board Meeting  
March 9, 2020 Agenda  
6:00 pm  
Old Town Center for the Arts  
633 N 5th St, Cottonwood, AZ 86326

1.Call to order

2.Acceptance of President Robin Kreutzberg's resignation and election to fill vacant positions

3.Acceptance of Renee Bermudez's resignation.

3.Approval of minutes

-Organizational meeting 7-18-2018

-Contracting services 9-24-2018

-Appointing authorized representatives 4-7-2019

-Authorizing borrowing 4-7-2019

-Annual Meeting and re-election of Class 1 directors 7-15-2019

4.Approval of Treasurer report

5.Facilities update

6.Principal update

7.Call to the public

8.Adjourn

-2020 Annual Meeting Tuesday, July 7, 2020

*Robin Hintze Kreutzberg*

*18042 North 49<sup>th</sup> Street  
Scottsdale, AZ 85254  
(602) 316-8081*

January 29, 2020

Mary Miller, Secretary and CEO  
Liberty Leadership Academy  
Board of Directors

Dear Mary:

Please accept my resignation as President and Treasurer of the Liberty Leadership Academy Board of Directors, effective as of today.

I have very much enjoyed working with you, with Rachel Dubien, and with the Board of Directors during the application phase of securing the Charter from the Arizona Charter School Board. Because the Charter was granted on December 9, 2019, my work is completed.

I will continue to work with Liberty Leadership Academy in an advisory capacity any time my input is desired. I wish you all the best of success as Liberty Leadership Academy starts up, grows, and flourishes.

Sincerely,



Robin Hintze Kreutzberg

From: <[musarted@aol.com](mailto:musarted@aol.com)>  
Date: Fri, Feb 21, 2020 at 3:00 PM  
Subject: Renee Bermudez  
To: <[MaryMiller2299@gmail.com](mailto:MaryMiller2299@gmail.com)>

Hello Mary,

Please consider this my resignation from the board of directors of Liberty Arts Academy, LLC effective immediately.

Truly,  
Renee Bermudez, Dir., MusArt Education

cc: Mary Miller, Robin Kreuzberg

**MINUTES OF ORGANIZATIONAL MEETING OF DIRECTORS  
OF LIBERTY LEADERSHIP ACADEMY**

The organizational meeting of the Board of Directors of Liberty Leadership Academy, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona (the "School"), was held at Cottonwood Recreation Center, 150 South 6<sup>th</sup> Street, in Cottonwood, Arizona, on the 14<sup>th</sup> day of July 2018, at 12:00 p.m.

1. Attendance. The following directors of the School were present:

- Mary Miller
- Robin H. Kreutzberg
- Jeffrey Siereveld
- Renee Bermudez
- Chad Shilling

\_\_\_ No directors were absent.

\_\_X\_\_ The following Directors were absent Chandra Tenley

3 guests were present at the meeting. The following guests were present:

- Rachel Dubien, Head of School
- Jason Dubien, Husband of Rachel Dubien
- Susie Siereveld, wife of Jeffrey Siereveld

2. Presiding Officers and Quorum. Robin H. Kreutzberg called the meeting to order and acted as Chair thereof, and Mary Miller acted as secretary of the meeting. The Chair announced that a quorum of the directors was present, and that the meeting, having been duly convened, was ready to proceed with its business.

3. Articles of Incorporation. The Chair stated that the Amended and Restated Articles of Incorporation have been filed with the Arizona Corporation Commission (the "ACC") on July 6, 2018. Pending Approval from the ACC, the Secretary was directed to insert the articles in the minute book of the Corporation. On motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the Articles of Incorporation of this Corporation as prepared by counsel and filed with the Arizona Corporation Commission are hereby approved and ordered made a part of the records of this Corporation, and that all actions taken by the incorporator in connection therewith are hereby ratified, approved and confirmed.

4. Adoption of Bylaws. The matter of the adoption of bylaws for the regulation of the School was next considered. The Chair presented to the meeting a form of bylaws prepared by counsel and recommended that the same be adopted as the Bylaws of the School. On motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the Bylaws of this School, as prepared by counsel and in the form preceding these minutes, are hereby adopted as the Bylaws of this School.

5. Classification of Directors for Purposes of Staggering Terms. The directors next considered the matter of the classifying directors for purposes of implementing staggered director terms as provided for in the Bylaws. On motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the members of the Board of Directors are herewith classified according to term as follows:

Class 1. (Expiring at 2019 Annual Meeting):  
Mary Miller  
Chandra Tenley

Class 2. (Expiring at 2020 Annual Meeting):  
Robin Kreutzberg  
Chad Shilling

Class 3. (Expiring at 2021 Annual Meeting):  
Renee Bermudez  
Jeff Siereveld

6. Election of Officers. The meeting then proceeded to the election of officers. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the following persons are hereby elected officers of this School to the offices set forth opposite their respective names, to serve until the first annual meeting of the Board of Directors, or until their respective successors have been duly elected or appointed:

Mary Miller – Chief Executive Officer & Secretary  
Robin H. Kreutzberg – President & Treasurer

7. Appointment of Authorized Representative. The meeting then proceeded with a consideration of candidates for the role of Authorized Representative.

RESOLVED, that the School hereby appoints Mary Miller and Robin H. Kreutzberg as the School's Authorized Representatives, who are empowered to bind the School in any matter relating to the drafting, negotiation, or execution of the charter application and charter contract, and are to serve until the Board of Directors removes or replaces these individuals.

8. Intent to Apply for New Charter. The meeting then proceeded to review the process for applying for a new charter. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that this School shall forthwith process an Application for New Charter for the 2020 - 2021 School Year, as reviewed and approved by members of the Board, and in connection therewith the appropriate officers of this School are hereby authorized and directed to

execute application forms and any other necessary documents and to file it with the Arizona State Board for Charter Schools.

9. Apply for Procurement Laws Exception Amendment Request. The meeting then proceeded to discuss the application for Procurement Laws Exception Amendment Request. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that upon approval of the New Charter Application, the School's Authorized Representatives are hereby authorized and directed to apply for the Procurement Laws Exception Amendment Request. In connection with the criteria for this request, the Board approves and adopts a Procurement Policy, as prepared by the School's counsel.

10. Adoption of Governance Policies. The meeting then proceeded to review the proposed governance policies prepared by the School's counsel. Upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that each of the following policies are adopted as the policies of the School:

- Compensation
- Conflicts of Interest Policy
- Form 990 Review Policy
- Record Retention Policy
- Signature Authority
- Travel and Expense Reimbursement Policy
- Whistleblower Policy

11. Depository of Funds. To provide for a depository for the funds of the School and to authorize certain officers to deal with the corporate funds, the following resolutions were adopted upon motion duly made, seconded and approved:

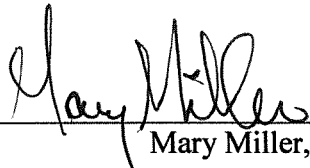
RESOLVED, that Country Bank, located at 597 Arizona-89A, Cottonwood, Arizona 86326 is hereby designated as depository for bank accounts in the name of this School, with the Chief Executive Officer, President and Rachel Dubien of this School as authorized signatories.

RESOLVED, that the Treasurer of this School is hereby directed to furnish said depository with a certified copy of said resolutions and certified specimens of the signatures, and that said depository may rely on this resolution until receipt by them of a certified copy of a resolution by the Board of Directors of this School revoking or modifying the same.

12. Application for Tax Exempt Status. The meeting then proceeded to the matter of having the School apply for recognition of tax exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Chair reported that such Code section allows organizations organized and operated exclusively for charitable and educational purposes. The Chair also reported that it was necessary for the School to file an application for recognition of its exempt status on Form 1023 with the Internal Revenue Service. Accordingly, the following resolution was adopted upon motion duly made, seconded and approved:

RESOLVED, that this School shall cause its attorneys to forthwith process an application for tax exemption under IRC Section 501(c)(3) and in connection therewith the appropriate officers of this School are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

13. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously approved, the meeting was adjourned at 12:57 (am/pm).

  
\_\_\_\_\_  
Mary Miller, Secretary

**MINUTES OF ELECTRONIC MEETING OF DIRECTORS  
OF LIBERTY LEADERSHIP ACADEMY**

This electronic meeting of the Board of Directors of Liberty Leadership Academy, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona (the "School"), was held by means of e-mail over the dates of September 24, 2018, when the e-mail below was sent, to September 27, 2018, when the last vote was recorded.

1. Participation; Vote. The following directors, i.e. all of the directors, of the School participated, and voted as shown.

Mary Miller: Yes

Robin H. Kreutzberg: Yes

Jeffrey Siereveld: Yes

Renee Bermudez: No

Chad Shilling: Yes

Chandra Tenley: No

2. Result. The item of business was approved by a vote of 4 to 2.

  
\_\_\_\_\_  
Mary Miller, Secretary

**Robin Kreutzberg**

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**From:** Robin Kreutzberg <rhkrobin@cox.net>  
**Sent:** Monday, September 24, 2018 5:31 PM  
**To:** rhkrobin@cox.net  
**Subject:** Action needed: Vote on hiring contract  
**Attachments:** Agreement between Liberty Leadership Academy and Rachel Dubien.docx

Greetings to the Board members for Liberty Leadership Academy. We trust you've had a pleasant and productive summer since our first Board meeting on July 11 and that all is well. Matters are proceeding timely enough for LLA; we are currently waiting for the Arizona Corporation Commission to straighten out its new electronic processing system, so that it can accept our Amended Articles of Incorporation, so that our application for 501(c)(3) status can proceed. We continue to do research, write sections, and prepare for the Charter Application deadline in May, 2019.

We need Board action on a very positive event. LLA has received some private donations, in expectation of receiving our 501(c)(3) status before long. Accordingly, LLA is prepared to offer Rachel Dubien, who will be our Head of School, an employment contract for this school year, in anticipation of her immediate help with preparing the Charter Application for next May and for revising it after the Arizona Charter Board has its say. The employment agreement is attached for your review. Please vote "yes" or "no" whether the Board shall give Rachel this contract.

To create your "ballot," please reply to me via return e-mail and include this original e-mail at the bottom. In your return, say something like, "I approve this Board action, and this e-mail from me is my vote on this employment contract." Or, alternatively, "I vote NO on this Board item, and I agree that this e-mail serves as my ballot for this vote."

Please send your ballot to me, via return e-mail, after you have voted and signed it. The deadline for returning your vote is Friday afternoon, September 28, 2018, at 5 p.m.

In case you are wondering how this action conforms to the Arizona Open Meeting Law: it does not! We have been advised by our attorney that until we receive our charter, we are simply a corporation and are not subject to the open meeting laws.

Thanks very much!

Robin Hintze Kreutzberg

President, Board of LLA



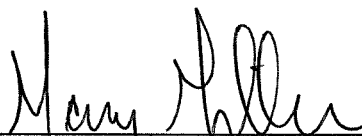
**MINUTES OF ELECTRONIC MEETING OF DIRECTORS  
OF LIBERTY LEADERSHIP ACADEMY**

This electronic meeting of the Board of Directors of Liberty Leadership Academy, an Arizona non-profit corporation organized and existing under the laws of the State of Arizona (the "School"), was held by means of email over the date of April 7, 2019, when the email was sent, to April 15, 2019 when the last vote was recorded.

Participation vote. The following directors, i.e. all the directors, of the School participated and voted as shown:

Mary Miller: Yes  
Robin H Kreutzberg: Yes  
Jeffrey Siereveld: Yes  
Renee Bermudez: Yes  
Chad Shilling: Yes  
Chandra Tenley: Yes

Result. The item of business was approved unanimously.

  
\_\_\_\_\_  
Mary Miller, Secretary

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**LIBERTY LEADERSHIP ACADEMY**

**ACTION OF DIRECTORS**

**IN LIEU OF SPECIAL MEETING**

The undersigned, constituting the Board of Directors of Liberty Leadership Academy (this "Corporation,"), an Arizona nonprofit corporation, acting pursuant to Section 10-3704 of the Arizona Revised Statutes, consent to the adoption of the following resolutions, to have the same force and effect as if taken and adopted at a special meeting of the Board of Directors of the Corporation duly called and held on April 7, 2019.

**RESOLVED**, that the Corporation hereby appoints Rachel Dubien, Mary Miller, and Robin Kreutzberg as the School's Authorized Representatives, each of whom are separately empowered to bind the School in any matter relating to the drafting, negotiation, or execution of the charter application and charter contract and to act as points of contact with the Arizona State Board for Charter Schools. The Authorized Representatives are to serve until they are removed or replaced by the Board of Directors.

**FURTHER RESOLVED**, that this action shall be effective when the consent is executed and dated by all directors. This consent may be executed in counterparts, each of which shall be deemed an original, but all of which shall together constitute the same document. Delivery of an originally executed signature page or pages hereto, or a photocopy thereof transmitted by facsimile transmission, or an electronic transmission along with sufficient information to determine the sender's identity with respect to the electronic transmission, shall be as effective as delivery of a manually signed counterpart of this consent.

**IN WITNESS WHEREOF**, the undersigned have executed this consent to be filed as a part of the minutes of the Corporation as of the day and date first above written.

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**MINUTES OF ELECTRONIC MEETING OF DIRECTORS  
OF LIBERTY LEADERSHIP ACADEMY**

This electronic meeting of the Board of Directors of Liberty Leadership Academy, an Arizona non-profit corporation organized and existing under the laws of the State of Arizona (the "School"), was held by means of email over the date of April 7, 2019, when the email was sent, to April 18, 2019 when the last vote was recorded.

Participation vote. The following directors, i.e. all the directors, of the School participated and voted as shown:

Mary Miller: Abstain  
Robin H Kreutzberg: Yes  
Jeffrey Siereveld: Yes  
Renee Bermudez: Yes  
Chad Shilling: Yes  
Chandra Tenley: Yes

Result. The item of business was approved 5 to 1 abstention.

  
\_\_\_\_\_  
Mary Miller, Secretary

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**LIBERTY LEADERSHIP ACADEMY**

**ACTION OF DIRECTORS**

**IN LIEU OF SPECIAL MEETING**

The undersigned, constituting the Board of Directors of Liberty Leadership Academy (this "Corporation"), an Arizona nonprofit corporation, acting pursuant to Section 10-3704 of the Arizona Revised Statutes, consent to the adoption of the following resolutions, to have the same force and effect as if taken and adopted at the special meeting of the Board of Directors of the Corporation duly called and held on April 7, 2019.

RESOLVED, that to assist the Corporation in managing its cash flow, the Corporation is authorized to borrow from Mary Miller up to \$250,000 (two hundred fifty thousand dollars) on the terms described in the Promissory Note attached to these minutes as **Exhibit A**.

FURTHER RESOLVED, that Robin H. Kreutzberg is authorized to sign the Promissory Note on behalf of the Corporation.

FURTHER RESOLVED, that this action shall be effective when the consent is executed and dated by all directors. This consent may be executed in counterparts, each of which shall be deemed an original, but all of which shall together constitute the same document. Delivery of an originally executed signature page or pages hereto, or a photocopy thereof transmitted by facsimile transmission, or an electronic transmission along with sufficient information to determine the sender's identity with respect to the electronic transmission, shall be as effective as delivery of a manually signed counterpart of this consent.

IN WITNESS WHEREOF, the undersigned have executed this consent to be filed as a part of the minutes of the Corporation as of the day and year first above written.

**MINUTES OF ELECTRONIC ANNUAL MEETING OF DIRECTORS  
OF LIBERTY LEADERSHIP ACADEMY**

The electronic annual meeting of the Board of Directors of Liberty Leadership Academy, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona (the "School"), was held on-line over several days in July, 2019.

1. Attendance. All six directors of the School were present electronically:

- Renee Bermudez
- Robin H. Kreutzberg
- Mary Miller
- Jeffrey Siereveld
- Chad Shilling
- Chandra Tenley

One guest was present electronically at the meeting:

- Rachel Dubien, Principal of School

2. Presiding Officers and Quorum. Robin H. Kreutzberg called the electronic meeting to order on July 15, 2019, and acted as the monitor and recorder of the electronic meeting. All Directors being present electronically, the meeting proceeded with its business.

3. Electronic Meeting. On motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the Annual Meeting of the Directors of Liberty Leadership Academy will be held electronically.

FURTHER RESOLVED, that this action shall be effective when the consent is executed shall be deemed an original, but all of which shall together constitute the same document. Delivery of an originally executed signature page or pages hereto, or a photocopy thereof transmitted by facsimile transmission, or an electronic transmission along with sufficient information to determine the sender's identity with respect to the electronic transmission, shall be as effective as delivery of a manually signed counterpart of this consent.

4. Re-election of Class 1 Directors. On motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the Corporation hereby re-elects the Class 1 Directors, namely Mary Miller and Chandra Tenley, as Class 1 Directors of the Board of Directors for three-year terms, expiring at the 2020<sup>th</sup> Annual Meeting.

FURTHER RESOLVED, that this action shall be effective when the consent is executed shall be deemed an original, but all of which shall together constitute the same document. Delivery of an originally executed signature page or pages hereto, or a photocopy thereof transmitted by facsimile transmission, or an electronic transmission along with sufficient information to determine the sender's identity with respect to the electronic transmission, shall be as effective as delivery of a manually signed counterpart of this consent.

5. Review of Charter Application Process and Future. In e-mail form, Robin H. Kreutzberg reviewed the progress of the application for the charter and what the Directors could expect for the future. The relevant verbiage from the e-mail is as follows:

Since we last contacted you for the authorization to get the funds in order, many things have happened. On May 9, 2019, Rachel, Mary, and I submitted the application for our charter electronically. It was over 300 pages by the time we had it all put together to upload! The first step was for the Arizona Charter School Board, or ACSB, to judge the application on its "administrative completeness," which meant whether we had submitted each form absolutely correctly. After a few really minor corrections that the ACSB found on their first review, and after Mary made those corrections, on June 28, 2019, we received the notice that the ACSB deemed the application as "administratively complete."

Believe it or not, now comes the hard part! The ACSB will now begin to judge the application on its "substantive completeness," which means how well we completed each section. In our application, did we write about the academic plan, the organizational/administrative plan, and the business/financial plan, intelligently and adequately? Did we include enough detail in each of the many subsections required? Did we sound like we knew what we were doing? The results of the substantive review will be available to us sometime in August, and any corrections that we need to make (and we are certain they will find some for us to make!) will be due two or three weeks later.

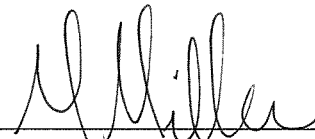
When we finally receive notice that the application is deemed as "substantively complete," then we will be able to apply for start-up grants that may be available for new charter schools. But we can't wait until that date to begin preparing to apply for these grants, as most of the applications are almost as challenging as the application to receive our charter. Accordingly, Mary, Rachel, and Robin have already begun writing the application for the most financially rewarding of these grants, the one from the Arizona Charter School Program.

application for the most financially rewarding of these grants, the one from the Arizona Charter School Program.

While that process is ongoing, the ACSB will summon Liberty Leadership Academy to an in-person interview sometime in October. At this interview, Mary, Rachel, and Robin (as the ones who completed the application), and any other Board member invited by the ACSB to join us, must meet with the Technical Review Panel, or TRP, to defend our application in person. This is a challenging process and we will study up to be sure we present our application fairly and responsibly.

Finally, in mid-December 2019, the ACSB will announce the successful applicants for a new charter, and we completely expect to be on that list! And, some time soon after that, the grant recipients will also be announced—and we completely expect to be on that list as well.

6. Adjournment. There being no further business to come before the electronic meeting, upon motion duly made, seconded and unanimously approved, the meeting was adjourned on July 18, 2019.

A handwritten signature in cursive script, appearing to read "M. Miller", is written above a horizontal line.

Mary Miller, Secretary

Liberty Leadership Academy  
Treasurer's Report  
as of February 29, 2020

Balance at YE June 30, 2019	\$ 11,490.33
Loan advance	<u>20,000.00</u>
ACSA trainings	1,505.00
Application review	3,500.00
Filings	10.00
Dues and subscriptions	128.00
Contracted services-RD	15,000.00
Supplies/printing/postage	690.59
Promotional items	549.94
Food	299.87
Website	78.14
Building acquisition	<u>2,554.00</u>
Balance at February 29, 2020	<u><u>\$ 7,174.79</u></u>

Amended CEO update to board at March 9, 2020 meeting

Time line

January 2018-December 2019: completed charter application for ASBCS Board and ADE grant application

December 2019: Arizona State Board for Charter School approved the charter application.

January 2020: Notified we did not get the \$1,250,000 CSP grant this year

January 2020 through December 2020: secure a building and meet other compliance requirements

June 2020: sign charter contract

January through February 2020 concentrated efforts on Alamos building but found financing too high or unavailable for a small rural start up. Would have delayed school opening until August 2021.

Currently looking at Jennifer Drive building to open August 2020 with 120 students. Negotiating for lease and playground space. Not ideal but Rachel can fill in.

Continuing to search for other space.

March through July 2020:

- Ramp up marketing efforts for August 2020 opening

- Held first Meet-and-Greet session

- Begin pre-enrollment process

- Hire staffing

May-July 2020: Equip and set up classrooms and offices

July 2020: Hold public meeting to announce new school

August 2020: Open the doors to students

Principal Update LLA board meeting 3-9-2020

Rachel Dubien

Status of building search

Existing building

Other available buildings

Possible modular structures

Marketing plans

Enrollment interest

Website

Fundraising plans

Staff and volunteer planning

Truly

Kathy

Mary