

MBAA "District Texas" (Newly-Incorporated) Inaugural Board of Director Meeting Steps

1. Noting Composition of the Corporation's Board.

RESOLVED: Notice is hereby taken of the composition of the initial Board of the corporation (per action of the National's President who served as incorporator and has named the following individuals to the first Board, who shall be referred to as the "District Officers"):

President: John Guzman
Vice President: Jarrod Hayes (By Phone)
Secretary/Treasurer: Joe Caracausa
Technical Director: Peter Koestler
Board of Governors Representative: Tim Schwartz
At-Large Director: Michele Amsterdam

2. Reviewing Corporation's Forming Document (Articles of Incorporation).

RESOLVED: That the Articles of Incorporation of the corporation which were accepted for filing by the State of Minnesota on 1/23/2013, are hereby ratified and a copy of the Articles, as approved with stampings showing their filing with the State of Minnesota, shall be inserted in the corporate minute book.

3. Undertaking Governance In Absence of By-laws.

RESOLVED: Until such time as By-laws provided by the National have been adopted, the District Officers shall follow all precepts set out in *Minnesota Statutes* Chapter 317A for how a nonprofit corporation's Board of Directors is to undertake actions and conduct meetings (noting specifically that no action can be effected without a majority of the then-seated Directors present at the meeting by conference phone or in-person attendance (that majority being "a quorum"); also, to effect an action, a majority of the Directors present with a quorum in place must assent to the action).

FURTHER RESOLVED: Taking notice that present at this meeting is indeed a quorum of the initial number of members of the District Officers named in 1 above, and that the preceding resolutions were enacted by a majority vote.

4. Application for Recognition of Status as a Chartered District of the Master Brewers Association of the Americas, Inc. ("MBAA").

RESOLVED: That the attached application and Chartering Agreement, the latter according the right upon this corporation to both operate as a Chartered District of MBAA, and to use the name and terminology "Masters Brewers Association" in its name, is hereby approved.

FURTHER RESOLVED: That the Officers of this corporation, as soon as they are elected, shall be authorized to immediately execute the application and Chartering Agreement and are then-directed to provide same to MBAA as soon as practicable.

5. Election of Officers (note that State law requires that at all times individuals must be "in place" who are fulfilling the functions of each of the following two offices noted).

RESOLVED: The Board elects to the following two Officers positions the individuals named to serve until their respective successors are duly elected and qualified:

President: _____ John Guzman _____
Treasurer: _____ Joe Caracausa _____
Others as desired: (title)Board of Governors Representative: Tim Schwartz _____
(title)Technical Director: Peter Koestler _____
(title)At Large Director: Michele Amsterdam _____
(title)Vice President: Jarrod Hayes _____

6. Fiscal Year, Taxpayer ID Number.

RESOLVED: That the corporation's first fiscal year shall end on the last day of December, said date conforming to MBAA's fiscal year end, as required by the Chartering Agreement with MBAA.

RESOLVED: That Eve Borenstein of Borenstein and McVeigh Law Office is hereby directed to procure a taxpayer identification number on behalf of the corporation from the IRS' website and is authorized to do so as "taxpayer's designee."

7. Opening of Account(s) with Financial Institutions {OR with National Association?}

RESOLVED: Either {depends on mode of keeping money available}:

That the President shall be authorized to open such bank accounts as deemed necessary or appropriate to carry on the operations of this corporation and that the following individuals: [___ Joseph Caracausa, Secretary/Treasurer ___] shall be, and hereby are, authorized to be signatories on the accounts at the financial institution so chosen by the President in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

8. Contemplating By-laws for the Corporation

RESOLVED: That the corporation at this time shall either (choose one):

___ not adopt By-laws, but instead defer to all mandates of Minnesota Statutes Chapter 317A for procedures in the governance of the corporation while *studying the provisions of the draft By-laws provided by MBAA* which shall be taken up for adoption at a future meeting of this Board

or

___ adopts as its By-laws the "draft" By-laws provided by MBAA now attached (alterations only permitted are to include individualized numbers where noted).

9. Discussion Items Anticipating Additional Start-Up Steps

- How will District Officers' administrative needs be attended to?

District Officers shall be elected by the board. A nominating Committee chaired by the immediate president shall nominate a slate of proposed officers to the Executive Board. All terms shall be for two years except the Board of Governors Representative. The BofG representative shall be elected by a vote of confidence every two years.
- When and what upcoming activities are contemplated to be taken on in name of corporation?

Upcoming Meetings to be
Spring Meeting, held April 19-21, 2013
Summer Meeting, held August 2-4, 2013
- How are assets and materials used by predecessor being brought over to this entity (i.e., who is delivering, what steps are necessary to protect rights of this corporation to use any such property – for example, taking on domain names from prior owner(s) and/or contracts predecessor had for meeting space)?

All assets are to be directly transferred to the new Entity, District Texas, a Minnesota Corporation. Joe Caracausa shall maintain bank accounts, credit card accounts, and Paypal Account to be transferred to the new corporation.