

**SAGE ACADEMY BYLAWS**

**SAGE**  
**Students Achieving Global Excellence**

**SAGE ACADEMY BYLAWS**

CERTIFICATE OF ADOPTION

The undersigned Secretary of SAGE ACADEMY Board of Directors, a Minnesota nonprofit corporation, does hereby certify that the foregoing Revised and Amended Bylaws are the Bylaws adopted for the Corporation.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

# SAGE ACADEMY BYLAWS

## TABLE OF CONTENTS BYLAWS

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	Page
<b>TABLE OF CONTENTS</b>	2
<b>ARTICLE I     PURPOSE</b>	4
<b>ARTICLE II     MINNESOTA LAW COMPLIANCE</b>	4
<b>ARTICLE III    OFFICES</b>	5
<b>ARTICLE IV     MEMBERSHIP</b>	5
Section 1.     Membership	5
Section 2.     Membership Criteria	5
Section 3.     Annual Meeting	5
Section 4.     Special and Emergency Meetings	5
Section 5.     Quorum	5
Section 6.     Voting	6
Section 7.     Election of Directors	6
<b>ARTICLE V     BOARD OF DIRECTORS</b>	6
Section 1.     General Powers	6
Section 2.     Membership, Number, Tenure and Qualifications	6
Section 3.     Conflict of Interest	7
Section 4.     Nomination Process	8
Section 5.     Regular Meetings	8
Section 6.     Special and Emergency Meetings	8
Section 7.     Director Training	8
Section 8.     Quorum and Adjourned Meeting	9
Section 9.     Voting	9
Section 10.    Resignation and Removal	9
Section 11.    Filling Vacancies	9
Section 12.    Compensation	9
Section 13.    Presence at Meetings	9
Section 14.    Committees of the Board	9
Section 15.    Parliamentary Procedures	10

# SAGE ACADEMY BYLAWS

	<b>Page</b>
<b>ARTICLE VI OFFICERS AND EMPLOYEES</b>	<b>10</b>
Section 1. Number, Election	10
Section 2. Vacancies	10
Section 3. Board Chair	10
Section 4. Vice Chair	11
Section 5. Treasurer	11
Section 6. Secretary	11
Section 7. Management and Administrative Employees	12
Section 8. Compensation	12
Section 9. Bond	12
Section 10. Removal of Officer	12
Section 11. Resignation	12
<b>ARTICLE VII DISTRIBUTION OF ASSETS</b>	<b>12</b>
Section 1. Right to Cease Operations and Distribute Assets	12
Section 2. Cessation and Distribution	12
<b>ARTICLE VIII INDEMNIFICATION</b>	<b>13</b>
Section 1. Indemnification	13
Section 2. Insurance	13
<b>ARTICLE IX AMENDMENTS</b>	<b>13</b>
<b>ARTICLE X FINANCIAL MATTERS</b>	<b>14</b>
Section 1. Contracts	14
Section 2. Loans and Pledges	14
Section 3. Authorized Signatures	14
Section 4. Deposits	14
Section 5. Corporate Seal	14
Section 6. Documents Kept at Registered Office	14
Section 7. Accounting System and Audit	14
<b>ARTICLE XI MISCELLANEOUS</b>	<b>15</b>
Section 1. Gender References	15
Section 2. Plurals	15

# **SAGE ACADEMY BYLAWS**

## **OFFICIAL BYLAWS OF SAGE ACADEMY CHARTER SCHOOL**

### **ARTICLE I**

#### **PURPOSE**

The purposes of the Corporation are as stated in its Articles of Incorporation. Further, the Board of Directors purpose is to promote all pupil learning and achievement for all students at the charter school. SAGE Academy seeks to develop a community of reflective lifelong learners while actively promoting compassion and understanding in a diverse world. The Board's decisions govern the school and the actions of its employees.

### **ARTICLE II**

#### **MINNESOTA LAW COMPLIANCE**

"The governance of the Corporation will at all times be in accord with the provisions of Minnesota Statutes, Chapter 124E (formerly sections 124D.10 and 124D.11) and such other provisions of Minnesota laws as are therein referenced, all other statutory requirements and in compliance with the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D.01 et. seq. and Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13.01 et.seq. In the event that there are conflicts between the provisions of Minnesota Statutes, Chapter 124E (the Charter School Law) and Minnesota Statutes, Chapter 317A, (the Non-Profit Corporation Act), the provisions of the Charter School Law shall govern. Likewise, the Open Meeting Law, Chapter 13D.01 takes precedent over any conflict surfacing from Minnesota Statutes, Chapter 317A, the Non-Profit Corporation Act."

# **SAGE ACADEMY BYLAWS**

## **ARTICLE III**

### **OFFICES**

The principal office of the Corporation in the State of Minnesota shall be as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. 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 from time to time.

The Corporation shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

The name of this organization shall be the SAGE Academy Board of Directors, herein called the Board. The principal office of the Academy shall be 3900 85<sup>th</sup> Avenue North, Brooklyn Park, MN 55443.

## **ARTICLE IV**

### **MEMBERSHIP**

Section 1. Membership. There shall be one class of members. Members of the Corporation shall be the persons designated from time to time by the Board of Directors. Members shall not be required to pay a membership fee or annual dues.

The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional memberships classes, if any, shall be determined by the Board of Directors.

Section 2. Membership Criteria. For classes of members other than Director/Members, membership criteria shall be adopted by the Board of Directors, and all membership approval, classification and reclassification shall be the responsibility of the Board of Directors. Members may be reclassified by an action of the Board of Directors or upon the request of a member, followed by the approval of the Board.

Section 3. Annual Meeting. The annual meeting of the Members of the Corporation shall be held at such time and location as determined by the Board of Directors. Notification shall be by electronic means consistent with Minnesota Statutes, Chapter 124E. Such notice shall contain the date, time and place of the meeting.

Section 4. Special and Emergency Meetings. Special and emergency meetings of Members may occur as provided by Minnesota Statutes, Chapter 13D.04.

Section 5. Quorum. For any annual, special or emergency meeting, a majority of the total number of voting Members shall constitute a quorum.

## **SAGE ACADEMY BYLAWS**

Section 6. Voting. At each meeting of the Members, every voting Member shall have one (1) vote. Members can not vote by proxy. The affirmative vote of a majority of a quorum of voting Members shall constitute a duly authorized action of the membership.

Section 7. Election of Directors. At an annual meeting or any special meeting for election and properly called, CURRENT BOARD MEMBERS, staff members employed at the school, including teachers of a .5 FTE or greater at the school and those providing instruction at a .5 FTE or greater under a contract with a cooperative, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the Members of the school's board of directors.

A charter school must notify eligible voters of the school board election dates at least 30 days before the election. Board of director meetings must comply with Minnesota Statutes, Chapter 13D. Voting Members of the Corporation having the right to elect directors under the provisions of Minnesota Statutes, Chapter 317A et. seq., shall elect the directors in accord with the outcome of voting by the COMMUNITY MEMBERS OF THE BOARD, parents, guardians and staff employed by the Corporation.

### **ARTICLE V BOARD OF DIRECTORS**

Section 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, Minnesota Statutes, Chapter 124E, 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.

Section 2. Membership, Number, Tenure and Qualifications. Consistent with Minnesota Statutes, Chapter 124E.07 BOARD OF DIRECTORS,

*“a. The ongoing charter school board of directors shall have at least five nonrelated members and include:(1)at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative;(2)at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one interested community member who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school. The board structure may include a majority of teachers under this paragraph or parents or community members,or it may have no clear majority. The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other than teachers under clause (1). Contractors providing facilities, goods, or services to a charter school shall not serve on the board of directors of the charter school.”*

2.1 A school teacher who is a Director and no longer employed at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination.

## SAGE ACADEMY BYLAWS

2.2 A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher Director position and is ineligible for a parent Director position. No charter school employees shall serve on the board other than a teacher. A teacher must be at least a .5 FTE.

2.3 A community member Director who, during his or her Board term, becomes employed at the school or becomes a parent of a child enrolled at the school is removed from the Board as of the date of such employment or enrollment.

2.4 A parent Director whose child is unenrolled from the school during such Director's term is removed from the Board as of the date of such unenrollment. A transfer of records will define "unenrollment."

*“(b) An individual is prohibited from serving as a member of the charter school board of directors if the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. An individual is prohibited from serving as a board member if an immediate family member is an employee of the school. A violation of this prohibition renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates this prohibition is individually liable to the charter school for any damage caused by the violation.*

*(c) Any employee, agent, or board member of the authorizer who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision is ineligible to serve on the board of directors of a school chartered by that authorizer.*

*(d) An individual may serve as a member of the board of directors if no conflict of interest under paragraph (b) exists.”*

Section Three A. Conflict of Interest. 'Conflict' is defined through Minnesota Statutes, Chapter 124E.14 Conflict of Interest.

*“(a) No member of the board of directors, employee, officer, or agent of a charter school shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. No Board member may vote on any matter that could result in personal financial gain or loss. A conflict exists when:*

- (1) the board member, employee, officer, or agent;*
- (2) the immediate family of the board member, employee, officer, or agent;*
- (3) the partner of the board member, employee, officer, or agent; or*
- (4) an organization that employs, or is about to employ any individual in clauses (1) to (3),*

*has a financial or other interest in the entity with which the charter school is contracting. A violation of this prohibition renders the contract void.*

## SAGE ACADEMY BYLAWS

*(b) The conflict of interest provisions under this section do not apply to compensation paid to a teacher employed **as a teacher** by the charter school or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.*

*(c) A charter school board member, employee, or officer is a local official for purposes of section [471.895](#) with regard to receipt of gifts as defined under section [10A.071, subdivision 1](#), paragraph (b). A board member, employee, or officer must not receive compensation from a group health insurance provider.”*

The specific governing board at the time of this Bylaws adoption is composed of one (1) community member, three (3) parents, and two (2) teachers, all of whom meet the qualifications in Section 2. No majority of any type is required by these Bylaws.

Terms of Board members shall be three years or until a successor has been duly elected and qualified, or until the director dies, resigns, is removed or the term otherwise expires as provided by law or by the Bylaws of this Corporation. Terms of board member are staggered and governed by policy. All board terms shall begin and end at the first meeting in July. Each seat will be up for election in April-May prior to its expiration. New members to the Board shall be seated at the first meeting in July, whereupon the member(s) whose term is expiring shall step down. The election of the Board of Directors shall be in compliance with the Charter School Law.

Section 4. Nomination Process. Beginning 60 days in advance of the Corporation's annual meeting, the Board of Directors will solicit nominations for all of the Director positions that will be filled at the next annual meeting. The Corporation must notify eligible voters of the school board election dates at least 30 days before the election.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be in compliance with Minnesota Statutes, Chapter 13D.04.

Section 6. Special and Emergency Meetings. The Board Chair may call special meetings of the Board of Directors at any time, for any purpose with a three day notice. The Board Chair shall call a special meeting of the Board of Directors upon the written request of three (3) members of the Board. Emergency meetings do not require the three day notice. Notice of every special and emergency meeting of the Board of Directors shall be held in compliance with Minnesota Statutes, Chapter 13D.04.

Section 7. Director Training. Board Members shall comply with Minnesota Statutes, Chapter 124E.07, Subd. 7 by completing basic training and continuing or annual training. If basic training is not begun within 6 months of being seated or not completed within 12 months of seating, the director is immediately removed from the board.



## **SAGE ACADEMY BYLAWS**

Section 8. 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 or a meeting begins with a quorum and then the quorum is lost, the director or directors present and remaining 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. No business is transacted without a quorum present.

Section 9. 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 10. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date. Resignation from the Board must be in writing and received by the Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. Failure to maintain a 75% attendance rate for regular, committee and special meetings during any 12 month period shall constitute a cause.

Section 11. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting of the members, or until a successor has been duly elected and qualified, subject to an earlier death, disqualification, resignation or removal.

If an unexpired term is less than 50% remaining, the position must be filled at the next annual meeting. If an unexpired term is greater than 50%, a special election must be held.

Section 12. Compensation. The directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in the execution of the Director's role as the Board of Directors from time to time determines reimbursements to be directly in the furtherance of the purposes and in the best interest of the Corporation.

Section 13. Presence at Meetings. Members shall be personally present at any meeting except to the extent that personal presence alternatives are permitted by Minnesota Statutes, Chapter 13D.01 (Minnesota Open Meeting Law).

Section 14. 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 committees. 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.

## **SAGE ACADEMY BYLAWS**

14.1 Authority of Committees. Committees shall have authority to consider assigned topics and to make recommendations to the Board of Directors. No actions of a committee shall be binding on the Corporation absent Board ratification of any such recommendations.

14.2 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. Directors may participate in any such meeting but may not vote unless such director is a member of the committee.

14.3 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 and publicly posted.

Section 15. Parliamentary Procedures. Meetings shall be governed by Robert's Rules of Order, Revised, as amended by the Board of Directors in these Bylaws.

### **ARTICLE VI OFFICERS AND EMPLOYEES**

Section 1. Number, Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors and shall consist of a Board Chair, Board Vice Chair, Treasurer, Secretary, and such other officers as the Board of Directors shall determine from time to time.

Section 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 3. Board Chair. The Board Chair shall:

3.1 Act as the chairperson of the Board of Directors and exercise the functions of the office of the president of the Corporation;

3.2 Preside at all meetings of the Board of Directors; when the Board Chair is absent, Vice Chair will conduct meeting;

## **SAGE ACADEMY BYLAWS**

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;

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;

3.5 Have the general powers and duties usually vested in the office of the chair; and,

3.6 Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, section 317A.305, Subd. 2, and as the Board of Directors may from time to time prescribe.

Section 4. Vice Chair. The Vice Chair in the absence of Board chair shall perform duties of the Board Chair in his or her absence;

Section 5. Treasurer. The Treasurer shall:

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

5.2 Have the care and custody of the corporate funds and securities;

5.3 Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;

5.4 Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore; and,

5.5 Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary maintains the office of the Corporation and:

6.1 Attend all meetings of the members, the Board of Directors and all committees (when requested); when the Secretary is absent, another board member will act as secretary;

6.2 Record all proceedings of the minutes of the members, Board of Directors and committees in a book labeled and kept for that purpose;

6.3 Preserve all documents and records belonging to the Corporation;

6.4 Maintain a list of all members of the Corporation in good standing;

## **SAGE ACADEMY BYLAWS**

6.5 Give or cause to be given notice of all meetings of the Board of Directors and committees (when requested or required by law); and,

6.6 Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.

Section 7. Management and Administrative Employees. The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors. Some of those duties may augment listed duties of officers only with the approval of the Board.

Section 8. Compensation. Non-Director officers and employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the Corporation.

Section 9. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents or employees of this Corporation shall be bonded and the amount of each bond.

Section 10. Removal of Officer. Any officer may be removed at any time, with or without cause, by the vote of a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 11. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Board Chair or the Secretary of the Corporation and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the Board Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

### **ARTICLE VII DISTRIBUTION OF ASSETS**

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

## **SAGE ACADEMY BYLAWS**

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes, section 317A.735 and in accordance with the Articles of Incorporation and regulations administered by the Minnesota Department of Education. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, section 317A.723.

### **ARTICLE VIII**

#### **INDEMNIFICATION**

Section 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. 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 2. Insurance. The Corporation may 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 IX**

#### **AMENDMENTS**

Subject to the right of the Members 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.

The Board may amend its governance model, set forth in Article V,

*“1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and (2) with the authorizer's approval” (124E.07, Subd. 4)*

# **SAGE ACADEMY BYLAWS**

## **ARTICLE X**

### **FINANCIAL MATTERS**

Section 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 peculiarly for any purpose or to any amount.

Section 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 and in compliance with Minnesota Statutes.

Section 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 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 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 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:

- 6.1. Records of all proceedings of the Board of Directors and all committees;
- 6.2. Records of all votes and actions of the members;
- 6.3. All financial statements of this Corporation; and,
- 6.4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited at least once each fiscal year 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, to the extent consistent with Minnesota Statutes, Chapter 124E and the Uniform Financial and Accounting Standards (UFARS) and audit references.

# **SAGE ACADEMY BYLAWS**

## **ARTICLE XI**

### **MISCELLANEOUS**

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 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.