

## **BYLAWS**

### **Sage International School of Boise, Inc. An Idaho Nonprofit Corporation and Public Charter School**

#### **ARTICLE I OFFICES**

##### **Section 1.1 Offices**

The Corporation's principal office shall be fixed and located in the County of Ada, State of Idaho, as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Ada, State of Idaho.

#### **ARTICLE 2 PURPOSE**

##### **Section 2.1 Purpose**

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code; or
- (b) corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

#### **ARTICLE 3 NO MEMBERS**

##### **Section 3.1 No Members**

The Corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights, which would otherwise by law vest in the members, shall vest in the Board.

##### **Section 3.2 Associates**

Nothing in the Article 3 shall be construed to limit the Corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 30-3-34 of the Idaho Nonprofit Corporation Act found in the Idaho Code.

### **Section 3.3 Founders and Admission Preference**

A "Founder" is defined as any person, including employees or staff of a public charter school, who make a material contribution toward the establishment of a public charter school. The criteria for determining what constitutes a material contribution shall be established by the Board of Directors. In addition, the Board shall determine in accordance with Idaho Code what admission preference, if any, shall be given to the child or children of a Founder.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **Section 4.1 Board of Directors**

The Board shall consist of Directors elected or appointed for a three (3) year term of office as set forth below. The number of Directors constituting the Board of the Corporation shall be not less than five (5) or more than twelve (12) Directors. The function of the Board can be described as fiscal management, policy making, advising and evaluating. The Board shall have the further duty of directing the financial means by which the educational program is conducted. They shall also ensure that the community be informed of the needs, purposes, values and status of all schools governed by the Corporation.

### **Section 4.2 Powers of the Board of Directors**

The Board, as a board, shall have the full power and duty to manage and oversee the operation of the Corporation's business and to pledge the credit, assets and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to Sage International School Board of Directors by the State of Idaho as provided in the 'Public Charter Schools Act of 1998.' (I.C. § 33-5201 et. seq.).

### **Section 4.3 Term**

- (a) Directors shall be elected or appointed to three (3) year terms of office.
- (b) Each Director shall serve until their three (3) year term office is completed or until the Director resigns or is removed in accordance with these bylaws.

### **Section 4.4 Resignation and Removal**

Subject to the provisions of Section 30-3-69 of the Idaho Nonprofit Public Corporation Act, any Director may resign effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause by a majority of the Directors then in office.

### **Section 4.5 Vacancies and Election of Directors**

- (a) A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, is removed, completes their three (3) year term of service, or if the authorized number of Directors is increased.

(b) The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under Section 30-3-85 of the Idaho Nonprofit Public Corporation Act or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend four (4) or more meetings of the Board in any calendar year.

(c) Removal of a Director for one or more of the reasons listed in Section 4.6(b) above may be initiated by any member of the Board. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where either the Board or the Director whose removal is sought requests a closed session. Where a closed session is held, the final action of the Board shall be taken in public.

(d) A vacancy on the Board shall be filled by a majority vote of the remaining Directors. Each Director so elected shall hold office for a three (3) year term.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### **Section 4.6 Oath of Directors**

An Oath of Office document shall be given to each Director, whether elected, re-elected or appointed. Each Director will sign the Oath of Office document which will be kept with the Secretary. The Director is required to take his/her oath within ten (10) days after he/she has been given notice of his/her election or appointment, or within fifteen (15) days from the commencement of his/her term of office.

#### **Section 4.7 Compensation of Directors**

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business. The Corporation shall carry liability insurance covering the Corporation's business in an amount to be established by the Board.

#### **Section 4.8 Employees**

The Board shall have the power to hire employees of the Corporation either on an at-will basis or via a written contract whose duties shall be specified by the Board.

#### **Section 4.9 Voting**

Voting by the Board shall be in person or by phone and no proxy voting on the Board may occur. Tie votes will be broken by the Chairman of the Board.

#### **Section 4.10 Quorum**

No business shall be transacted at any meeting of the Board unless a quorum of the members is present. A majority of the full membership of the Board shall constitute a quorum. A majority of the quorum may pass a resolution.

#### **Section 4.11 Rights of Inspection**

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and

copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

#### **Section 4.12 Committees**

The Board may create one (1) or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have one (1) or more Board members on it, who serve at the pleasure of the Board. The creation of a committee and appointment of members to it shall be by a majority vote of the Board members then in office. Once the task has been accomplished for which the committee was formed it shall be dissolved. A committee of the Board may not 1) authorize distributions; 2) pledge or transfer assets; 3) elect, appoint or remove directors; and 4) adopt, amend or repeal the articles of incorporation or bylaws. Each committee may keep minutes of its proceedings and shall report periodically to the Board. Committees shall report to the full Board regularly at Board meetings and any recommendations from committees shall be reviewed by the Board, discussed and voted on as needed.

#### **Section 4.13 Validity of Instruments**

Any note, mortgage, evidence of indebtedness, contract, deed, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the Corporation when signed by the Chairman of the corporation. Any such instruments may be signed by any other Director(s) and in such manner and from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

### **ARTICLE 5 BOARD MEETINGS**

#### **Section 5.1 Place of Meeting**

The place of all meetings of the Directors shall be the principal office of the Corporation in the County of Ada, Idaho, or at such other place as shall be determined from time to time by the Board; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. No change in the place of meeting shall be made within three (3) days before the day on which an election of Directors is to be held.

#### **Section 5.2 Annual Meeting**

The annual meeting of the Directors of the Corporation shall be held each year in August.

#### **Section 5.3 Regular Meetings**

Regular meetings of the Directors of the Corporation will be scheduled for the third Monday of each month as listed in the schedule of regular meetings approved yearly during the annual meeting. With proper notice, the Chairman may schedule regular meeting(s) for an alternate date to avoid holding meetings on Holidays, to ensure the availability of a quorum of Directors, or for other valid cause.

#### **Section 5.4 Special Meetings**

Special meetings may be called by the Chairman or by any two (2) Directors of the Board and held at any time.

#### **Section 5.5 Meetings Open to the Public**

Except as provided herein, all meetings shall be open to the public and all persons shall be permitted to attend any meeting.

#### **Section 5.6 Telecommunications Devices at Meetings**

All meetings may be conducted using telecommunications devices which enable all Directors of the Corporation participating in the meeting to communicate with each other. Such devices may include, but are not limited to, telephone or video conferencing devices or other similar communications equipment. Participation of Directors through telecommunications devices shall constitute presence in person by such Director at the meeting; provided, however, that at least one (1) member of the Directors of the Corporation or the chief administrative officer of the Corporation shall be physically present at the location designated in the meeting notice to ensure that the public may attend such meeting in person and that the communications among Directors of the Corporation are audible to the public attending the meeting in person and other the Directors of the Corporation.

#### **Section 5.7 Meeting Agendas**

A forty-eight (48) hour agenda notice shall be required in advance of each regular meeting; however, additional agenda items may be added up to and including the hour of the meeting, provided that a good faith effort was made to include in the notice all agenda items known at the time to be probable items of discussion. The agenda for any Board meeting shall be prepared by the Board's Secretary or under direction from the Board Secretary. Items submitted by the Board Chair or at least two (2) board members shall be placed on the agenda along with committee reports, and all other corporate business. Anyone associated with any school governed by the Corporation may also suggest inclusions on the agenda. Such suggestions must be received by the Board Secretary at least four (4) business days before the Board meeting, unless of immediate importance. Individuals who wish to be placed on the Board meeting agenda must also notify the Board Secretary, in writing, of the request. The request must include the reason for the appearance.

A twenty-four (24) hour meeting agenda shall be required in advance of a special meeting unless an emergency exists. An emergency is defined as any situation involving injury or damage to persons or property, or immediate financial loss, or the likelihood of such injury, damage or loss. The notice requirements for a special meeting shall be suspended if such notice is impracticable, or would increase the likelihood or severity of such injury, damage or loss. In the event that a special meeting is held based upon emergency purposes, the reason for the emergency must be stated at the outset of the meeting.

#### **Section 5.8 Notice of Meeting**

Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors shall be by written or printed notice of the same posted at each school governed by the Corporation. The Board Secretary may email or physically deliver the agenda and meeting notice to Board members.

No special meeting shall be held without at least a twenty-four (24) hour meeting notice unless an emergency exists. The notice for a special meeting shall include at a minimum the meeting

date, time, and place of the meeting.

### **Section 5.9 Meeting Minutes**

The Directors of the Corporation shall provide for the taking of written minutes of all its meetings. However, neither a full transcript nor a recording of the meeting shall be required. All minutes shall be available to the public within a reasonable time after the meeting, and shall include at least the following information: (a) All members of the Directors of the Corporation present; (b) All motions, resolutions, orders, or ordinances proposed and their disposition; (c) The results of all votes, and upon the request of a member, the vote of each member, by name.

Minutes of any executive sessions held by the Directors of the Corporation under Title 74, Chapter 2 of the Idaho Code may be limited to material, the disclosure of which is not inconsistent with the provisions of section 74-206, Idaho Code, but must contain sufficient detail to convey the general tenor of the meeting.

Unofficial minutes shall be delivered to Directors in advance of the next regularly scheduled meeting of the Board with the agenda for the next Board meeting. Minutes need not be read publicly, provided that Directors have had an opportunity to review them before adoption. A file of permanent minutes of Board meetings shall be maintained in the office of the Board Secretary or his/her designate, to be made available within a reasonable period of time after a meeting for inspection upon written request.

### **Section 5.10 Executive Sessions**

"Executive session" means any meeting or part of a meeting which is closed to any persons for deliberation on certain matters. An executive session may be held by the Directors of the Corporation for any of the reasons specified in Title 74, Chapter 2 of the Idaho Code. In order to convene into a duly authorized executive session all of the following must occur: 1) the Chairman, acting Chairman or Vice Chairman of the Board of the Corporation must move for holding of an executive session; 2) two-thirds (2/3) of the Directors of the Corporation present must vote in favor of holding of such executive session; and 3) said vote must be recorded in the minutes of the meeting showing the individual vote of each Director present. No executive session may be held for the purpose of taking any final action or making any final decision. Unless otherwise allowed by law, no Director of the Corporation may disclose the content of an executive session to an outside source.

### **Section 5.11 Consent Agenda**

To expedite business at a Board meeting, the Board approves the use of a consent agenda, which includes those items considered to be routine in nature. Any item which appears on the consent agenda may be removed by any Director. Any Director who wishes to remove an item from the consent agenda shall give advance notice in a timely manner to the Secretary of the Board. The remaining items will be voted on by a single motion. The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

### **Section 5.12 Meeting Conduct and Order of Business**

General rules of parliamentary procedure are used for every Board meeting. Robert's Rules of Order may be used as a guide at any meeting. The order of business shall be reflected on the agenda. Voting shall be by acclamation or show of hands.

### **Section 5.13 Other Provisions of the Open Meeting Law**

All provisions of Title 74, Chapter 2 of the Idaho Code shall be applicable to meetings called by the Directors of the Corporation in the same manner that a traditional school and the boards of school trustees are subject to those provisions.

## **ARTICLE 6 OFFICERS AND DUTIES**

### **Section 6.1 Officers**

The Officers of the Corporation shall be Chair of the Board, Vice Chairman, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. The secretary may be a member of the board to trustees; or, in the discretion of the board, may be selected from among competent and responsible persons outside the members of the board. The Officers shall be elected by the Board and serve at the pleasure of the Board for a term of one (1) year when their respective successor shall be elected. Individual Officers of the Corporation, have no authority over school affairs, except as provided by law or as authorized by the Board.

### **Section 6.2 Chairman of the Board**

The Chairman of the Board is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the Board. The Chairman of the Board shall sign all papers and documents as required by law and as authorized by action of the Board.

### **Section 6.3 Vice Chairman**

In the absence or disability of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

### **Section 6.4 Secretary**

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information about all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Idaho the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any

committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

#### **Section 6.5 Treasurer**

(a) The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Board member.

(b) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

#### **Section 6.6 Removal**

Any Officer may be removed, for cause, by a majority vote of the Directors then in office.

#### **Section 6.7 Vacancies**

A vacancy in any office because of death, resignation, removal, completion of term of service, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election to such office as they occur.

## **ARTICLE 7 SCHOOL POLICY**

#### **Section 7.1 Adoption and Amendment of Policies**

The adoption of new policies and the revision and amending of existing policies shall be the sole responsibility of the Board of Directors. All policies shall conform to local, state, and federal laws as well as to the rules and regulations of the Idaho Department of Education. Proposed new policies and proposed changes in existing policies shall be presented in writing for reading and discussion at a regular or special Board meeting. Such proposals may be referred to the Executive Director for detailed study as needed prior to Board action on the proposal. The Board encourages the Executive Director to contact other experts to have potential Board policy researched. Interested parties, including any Board member, citizen, or employee of the Board may submit views, present data or arguments, orally or in writing, in support of or in opposition to proposed policy. Any written statement by a person relative to a proposed policy or amendment should be directed to the Board Secretary prior to the board meeting.

Proposed new policies and proposed changes in existing policies shall take place at a regular or special Board meeting. The proposed new or amended policy shall be presented in writing for reading and discussion. All new or amended policies shall become effective upon adoption, unless a specific effective date is provided in the motion for adoption.



Although approval of a new or amended policy requires only one reading, temporary approval may be granted by the Board in lieu of formal policy to meet emergency conditions or special events which will take place before formal action can be taken.

Policies as adopted or amended shall be made a part of the minutes of the meeting at which action was taken, and shall also be included in Sage International School's policy manual. Policies of any school governed by the Corporation shall be reviewed annually by the Board.

### **Section 7.2 Administration in Absence of Policy**

In cases where action must be taken before the next Board meeting and where the Board has provided no policies or guides for administrative actions, the Executive Director shall have the power to act.

His/her decisions, however, shall be subject to review by action of the Board at its next regular meeting. In addition, it shall be the duty of the Executive Director to inform the Board of such action and the need for policy.

### **Section 7.3 Suspension of Policies**

Under circumstances which require a waiver of a policy, the policy may be suspended by a majority vote of the members present. In order to suspend a policy, all Directors must have received written notice of the meeting which included a proposal to suspend the policies with an explanation of the purpose of such proposed suspension. If such a proposal is not made in writing in advance of the meeting, the policies may only be suspended by a unanimous vote of all Directors present.

### **Section 7.4 Policy Manuals**

The Executive Director shall develop and maintain a current policy manual which contains the policies of each school governed by the Corporation. Each administrator, as well as staff, students and other residents, shall have ready access to the manual. All policy manuals distributed to anyone shall remain the property of Sage International School and shall be subject to recall or revision at any time.

### **Section 7.5 Administrative Procedures**

The Executive Director shall develop such administrative procedures as are necessary to ensure consistent implementation of policies adopted by the Board.

When a written procedure is developed, the Executive Director shall submit it to the Board as an information item. Such procedures need not be approved by the Board, though they may be revised when it appears that they are not consistent with the Board's intentions as expressed in its policies. On controversial topics, the Executive Director may request prior Board approval.

## ARTICLE 8 PUBLIC RECORDS REQUESTS

### **Section 8.1 Records Available to Public**

Every person has the right to examine and take a copy of any Sage International School records at all reasonable times. All Sage International School records except those restricted by state and federal law shall be available to citizens for inspection at the office of the Executive Director or at a place designated by the Superintendent Executive Director.

### **Section 8.2 Written Records Request Required**

All persons or entities requesting records must make a written request which includes the person or entity's name, mailing address and telephone number.

### **Section 8.3 Copying Fee Schedule**

The copying fee schedule of the Corporation will be as follows:

- (a) Copies of public records —10¢ per page and any media such as CDs, DVDs or over-sized items at cost;
- (b) In addition to the costs set forth above, the Corporation will charge for the actual labor costs associated with locating and copying documents if:
  - (1) The request is for more than 100 pages of records;
  - (2) The request includes non-public information that must be redacted from the public records; and/or
  - (3) The labor associated with locating and copying the records exceeds two (2) hours. The advance payment of the cost of copying and the actual labor costs associated with locating and copying documents if the request meets the criteria above is required. However, Sage International School shall not charge any cost or fee for copies or labor when the requester demonstrates either: (i) the inability to pay; or (ii) that the public's interest or the public's understanding of the operations or activities of government or its records would suffer by the assessment or collection of any fee.

### **Section 8.4 Response to Request for Examination of Public Records**

The Corporation shall either grant or deny a person's written request to examine or copy public records within three (3) working days of the date of the receipt of a request for public records. If a longer period of time is needed to locate or retrieve the records, the Corporation shall notify the person requesting the records of the same and provide the records to such person not later than ten (10) working days following the request.

If the Corporation fails to respond within ten (10) working days after the requested is submitted, the request shall be deemed to be denied.

If the Corporation denies a person or entity's request to examine or copy records or denies in part and grants in part the request to examine and/or copy the records, the person legally responsible for administering the Corporation shall notify the person or entity in writing of the denial or partial denial of the request for the public record. In addition, the notice of denial or partial denial shall state that the attorney for the Corporation has reviewed the request or shall state that the Corporation has had an opportunity to consult with an attorney regarding the request for examination or copying of a record and has chosen not to do so. The notice of denial or partial denial shall also indicate the statutory authority for the denial and clearly indicate the right to appeal the denial or partial denial and the time periods for doing so.

### **Section 8.5 Other Provisions of the Public Writings Law**

Pursuant to Title 33 Chapter 52 of the Idaho Code, all other provision of Title 9, Chapter 3 of the Idaho Code shall be applicable to a request for public records in the same manner that a traditional school and the boards of school trustees are subject to those provisions.

## **ARTICLE 9 CONFLICTS OF INTEREST**

### **Section 9.1 Direct or Indirect Pecuniary Interests**

No Director shall have a pecuniary interest directly or indirectly in any contract or other transaction pertaining to the maintenance or conduct of the authorized chartering entity or any school governed by the Corporation.

### **Section 9.2 Contracts Involving a Person Related to a Director within the Second Degree**

The Board of Directors may accept and award contracts involving any school governed by the Corporation to businesses in which the Director or a person related to him by blood or marriage within the second degree has a direct or indirect interest, provided that the procedures set out in Idaho Code §§ 18- 1361 or 18-1361A are determined by legal counsel for the Board to be not applicable or followed.

### **Section 9.3 Contracts Involving the Spouse of a Director**

Unless it is determined by legal counsel for the Board to be proper and except as provided in Idaho Code §§ 18-1361 or 18-1361A, the Board of Directors of the Corporation shall not enter into or execute any contract with the spouse of any member of such Board, the terms of which said contract require, or will require, the payment or delivery of any Corporation funds, moneys or property to such spouse. Any opinion from the Board's legal counsel shall be in writing.

### **Section 9.4 Consideration of Employment Involving a Person Related to a Director or a Director's Spouse within the Second Degree**

When any relative of any Director or relative of the spouse of a Director related by affinity or consanguinity within the second degree is to be considered for employment at any school governed by the Corporation, such Director shall abstain from voting in the election of such relative, and shall be absent from the meeting while such employment is being considered and determined.

## **ARTICLE 10 FISCAL AFFAIRS**

### **Section 10.1 Fiscal Year**

The fiscal year of the Corporation shall be from July 1st to June 30th.

## **ARTICLE 11 NOTICES**

### **Section 11.1 Manner of Giving Notice**

Whenever provisions of any statute or these bylaws require notice to be given to any Director, Officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the Corporation in sufficient amount of time prior to the meeting or action to be taken as required by statute, the Articles of Incorporation or these bylaws; said notice need not be given individually and may be given in one notice document.

### **Section 11.2 Waiver**

A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

## **ARTICLE 12 DISSOLUTION N**

### **Section 12.1 Dissolution**

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Section 33-5212 of the Idaho Code. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets upon corporation, Idaho Nonprofit Corporation Act 30-3-113 (f)(ii) states its assets may be transferred to those persons whom the corporation holds itself out as benefiting or servicing. The asset would be held in public trust until it could be put to same or similar charitable use, by a nonprofit corporation which is organized and operated exclusively for educational purposes and which has established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government for public purpose as determined by the Board.

**ARTICLE 13  
AMENDMENTS**

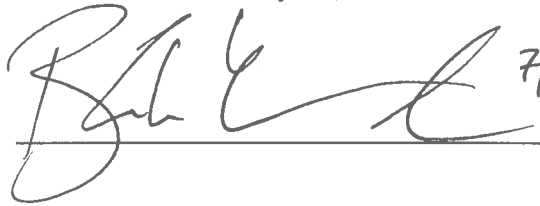
**Section 13.1 Bylaws**

New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new bylaws are adopted, copies shall be placed in the Book of Bylaws with the original bylaws, and immediately after them and shall not take effect until copied. If any bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.

**CERTIFICATE OF BYLAWS**

I certify that I am the acting Board Chair of Sage International School of Boise, Inc., an Idaho Nonprofit Corporation, and that the foregoing bylaws, constitute the bylaws of such corporation.

IN WITNESS WHEREOF, I have signed my name to this Certificate on July 21, 2021.

 7/21/21

