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## **ARTICLE 1—OVERVIEW**

### **1.00 Name**

The name of this corporation shall be AKADEMÉ FOUNDATION doing business as AKADEMÉ FOUNDATION, Akademé, or The Foundation.

### **1.01 Mission**

Akademé Foundation shall establish and maintain an unaligned Zen monastery providing objective factually-based information, oversight, and feedback to individuals and institutions for the sake of evolving consciousness through attaining integrity in knowledge, understanding, and procedures necessary to evolving and maintaining a sustainable civilization.

### **1.02 Purpose**

Akademé Foundation shall establish facilities, systems, and practices that eliminate bias and fulfill its mission. Faculty and facilities may also be used for other charitable functions consistent with these Bylaws and 501(c)3 guidelines. The Foundation shall provide business and resource services that would otherwise distract and potentially affect objective judgment of the monastic dedicated faculty of Akademé.

### **1.03 Members**

Akademé shall have no members who have any right to vote or title or interest in or to Akademé, its properties and franchises.

All schools and educators are ipso-facto prima facie non-voting members. Akademé reserves the right not to recognize members and to grade those members it does recognize and accredit. Akademé shall provide public reports on members it does not recognize, the grading of those it accredits, and the reasons for its decisions.

### **1.04 Faculty**

Akademé shall consist of expert and specialist faculty dedicated exclusively to the mission. The faculty will establish policies and procedures as necessary to sustain their function and establish qualifications and standards subject to review by the Board.

### **1.05 Oversight**

The business affairs and oversight of Akademé faculty to confirm resources and behaviors are consistently directed to fulfill the mission shall be supervised by a Board of unpaid Regents/Directors.

## **1.06 Powers**

Akademé shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which Akademé is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of Akademé may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **ARTICLE 2—NON-PROFIT**

### **2.00 Status**

Akademé Foundation is a non-profit corporation operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

### **2.01 Jurisdiction**

Legal jurisdiction is the state wherein Akademé Foundation is headquartered, the initial jurisdiction being the State of Arizona.

### **2.02 Exempt Activities Limitation**

Notwithstanding any other provision of these Bylaws, no Regent, officer, employee, member, or representative of Akademé shall take any action or carry on any activity by or on behalf of Akademé not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of Akademé shall inure to the benefit or be distributable to any Regent, officer, member, or other private person, except that Akademé shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

### **2.03 Distribution Upon Dissolution**

Upon termination or dissolution of the Akademé, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Akademé hereunder shall be selected in the discretion of a majority of the managing body of Akademé, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Akademé, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Akademé, then the court shall direct the distribution of its assets lawfully available for distribution to the United States Department of Education.

#### **2.04 Due Diligence and Counterterrorism**

- i. No contribution may be accepted by Akademé that stipulates the manner it shall be used.
- ii. The Board shall stipulate how funds and resources are used and shall require recipients provide them with detailed records and proof of how those funds and resources were utilized.
- iii. No funds or resources may be authorized or utilized for political or religious purposes.
- iv. Akademé shall comply and put into practice existing federal guidelines, suggestions related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.
- v. Akademé willfully and voluntarily recognizes and puts to practice the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

#### **2.05 Title to Asset**

The assets conveyed or acquired by devise, gift, purchase or otherwise to Akademé, or to any person as trustee for the use thereof, shall vest in the trustees and their successors in office as fully as if originally conveyed to them, and shall be held by them and by their successors in trust for Akademé.

## **ARTICLE 3—BOARD OF REGENTS**

### **3.00 Director-Regents**

All corporate powers and affairs of Akademé shall be exercised and managed by or under the authority of the Board, except as otherwise provided by law.

The directors on the Board shall hereafter be referred to as Regents. The principle role of Regents is to assure integrity of the institution and its resources to fulfill its mission through oversight.

### **3.01 Qualification and Ethics**

There shall not be less than three (3) or more than nine (9) Regents. No Regent is qualified who

- i. Has not attained majority age (18 years);
- ii. Has a vested or conflict of interest with the function of Akademé;
- iii. Is employed by Akademé
- iv. Is a dedicated faculty member of Akademé or will otherwise personally or vicariously through others benefit from the decisions of the Board;
- v. Utilizes their oversight position to manipulate the objective judgments and reporting of Akademé faculty;
- vi. Utilizes their position to convince others they have influence over Akademé faculty;
- vii. Presents themselves as speaking for or acting on behalf of Akademé faculty or Akademé generally without authorization;
- viii. Fails to participate and vote in at least 2/3 meetings or matters presented to the Board in a calendar year;
- ix. Is not of a sound mind that understands the nature and consequences of their actions.

An unqualified Regent who does not recuse themselves shall be subject to impeachment and potential removal from office.

### **3.02 Terms**

- i. One-third of the initial Board shall serve a one (1) year term, another third shall serve a two (2) year term. All other Regents and successors of these shall serve a three (3) year term so the Board is a continuous body.
- ii. Regents may serve successive terms or resign at will.
- iii. Terms begin January 1 and end December 31.
- iv. In the absence of challenge, contest, resignation, or other cause, a term will simply renew.

### **3.03 Election**

Election shall occur when a term is complete and there is contest for the position or upon vacancy that must be filled. A qualified Regent shall be appointed by simple majority of Akademé faculty. The Board or a three-fourths (3/4) vote of



Akademé faculty may set procedures for Regent resignation, impeachment, and terms as it deems necessary.

### **3.04 Procedures**

Regents shall meet no less than four (4) times a year, formally or informally, in-person or electronically, to adjudicate conflicts, issues of operation, review, approve or reject activities, policies, procedures, and resource management. Regents shall establish and formalize rules of order as they find necessary to perform their functions. No meeting shall occur without 48 hour notice, and Regents have 48 hours to cast a specific vote on an agenda item.

### **3.05 Voting**

Quorum exists where two-thirds of qualified Regents participate. A simple majority vote among a quorum of Regents is the presumptive agreement of the Board. No less than a three (3) to four (4) vote of a quorum is required to amend Bylaws, impeach faculty or regents, or approve acquisition of a liability. No impeachment shall occur without cause or due process.

### **3.06 Compensation**

Regents shall receive no compensation for carrying out their duties or providing services to Akademé Foundation. Reimbursement for necessary expenses incurred from providing professional services may be approved by the Board.

### **3.07 Absence of Principle Faculty**

In the event there are no principle faculty, the Board shall establish such offices and officers as necessary to maintain the Foundation, its resources, and continue the general functions of Akademé that may be performed without principle faculty.

### **3.08 General Standards**

- i. A Regent's duties, including duties as a member of a committee, shall be discharged:
  - a. In good faith;
  - b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances;
  - c. In a manner the Regent reasonably believes to be in the best interests of the corporation.
- ii. In discharging duties, a Regent is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following:
  - a. One or more officers or employees of the corporation whom the Regent reasonably believes are reliable and competent in the matters presented.
  - b. Legal counsel, public accountants or other person as to matters the Regent reasonably believes are within the person's professional or expert competence.

- c. A committee of or appointed by the Board of Regents of which the Regent is not a member if the Regent reasonably believes the committee merits confidence.
- d. A faculty member the Regent believes reliable and competent in the matters presented.
- iii. A Regent is not acting in good faith if the Regent has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection ii unwarranted.
- iv. A Regent is not liable for any action taken as a Regent or any failure to take any action if the Regent's duties were performed in compliance with this section. In any proceeding commenced under this section or any other provision of this chapter, a Regent has all the defenses and presumptions ordinarily available to a Regent or corporate director. A Regent is presumed in all cases to have acted, failed to act or otherwise discharged such Regent's duties in accordance with subsection 3.08(i). The burden is on the party challenging a Regent's action, failure to act or other discharge of duties to establish by clear and convincing evidence facts rebutting the presumption.
- v. A Regent shall not be deemed a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of that property.

### **3.09 Committees**

The Board may, by majority resolution, designate one or more committees, each consisting of two or more Regents, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- i. take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- ii. fill vacancies on the Board or in any committee which has the authority of the Board;
- iii. amend or repeal Bylaws or adopt new Bylaws;
- iv. amend or repeal any resolution of the Board which by its express terms is not so amendable or repeal-able;
- v. appoint any other committees of the Board or the members of these committees;
- vi. expend corporate funds to support a nominee for Regent; or
- vii. approve any transaction
  - a. to which Akademé is a party and one or more Regents have a material financial interest; or
  - b. between Akademé and one or more of its Regents or between Akademé or any person in which one or more of its Regents have a material financial interest.

### **3.10 Meetings and Action of Committees**

Special meetings of the committee may also be called by resolution of the Board. Notice of special meetings of committees shall be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **3.11 Board Officers**

The Board shall select among themselves or resident faculty officers to perform routine Board functions. The Board may also establish regular employment positions to fit such functions it deems necessary, but only Board members may vote and Board members shall not be employees. The following are required Board member only functions that cannot be delegated to non-Board members.

- i. Secretary to assure validity, reliability, dissemination when applicable, and retention of records, minutes, and policies;
- ii. Treasurer to assure the validity and reliability of all financial affairs, records, transactions, receipts, titles and other assets, etc.
- iii. Vice President (of the Board) to act as President in the absence of the President while retaining voting rights as a Regent

### **3.12 Officer Limitations**

- i. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.
- ii. No Regent may have residency status or hold a paid or faculty position in Akademé.
- iii. No Regent may have a vested interest in a decision they participate in or gain personally from their position or unique knowledge acquired from their position either directly or through derivative means.
- iv. Each officer shall serve a three-year term of office beginning upon the adjournment of the Board meeting at which they were elected.
- v. The Board may remove an officer at any time, with or without cause.
- vi. Any officer may resign at any time by giving written notice to Akademé without prejudice to the rights, if any, of Akademé under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **3.13 Board President**

The Board president shall be the highest ranking faculty member of Akademé. The President may only vote to break a tie. The Board president shall lead the

Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incidental to the office or properly required by the Board.

The President shall set and preside over Board meetings and agendas, notify Regents of meetings, provide reports and requests, maintain a record of Board decisions, and provide answers and arguments to help Regents make informed decisions. The record shall be redacted in those places where the record is not public, confirmed by the Secretary as accurate, and published for public inspection in accordance with these Bylaws.

The Vice President may perform all these duties to purposefully hold a Board meeting without the President.

### **3.14 Non-Regent Officers**

The Board may designate additional officer positions of Akademé and may appoint and assign duties to other persons who are not Regents.

## **ARTICLE 4—FACULTY AND FACILITIES**

### **4.00 Faculty Classifications**

Akademé faculty shall consist of subject matter experts and specialists dedicated to fulfillment of the Akademé mission. Every faculty member shall be classified in a ranking system established by the faculty and approved by the Board. All faculty shall be resident faculty.

### **4.01 Limitations**

- i. Faculty shall not engage in political, religious, or business activities.
- ii. Assets acquired by a resident faculty shall be forfeited to Akademé.
- iii. An unresolved asset, such as a home with a mortgage, must be resolved prior to forfeiture unless the Board finds a compelling reason to accept it along with a means to resolve that asset.
- iv. Faculty shall not utilize their contacts or position to influence any capacity for personal gains for others without consent by the Board confirming that such activity does not create a conflict of interest or vicarious means of personal gain to the principle.
- v. Faculty shall sign the Bylaws upon becoming a principle. The Bylaws act as a binding contract of responsibilities.
- vi. In the event of termination, a former faculty may not gain in any way, directly or in derivative, from their contacts or activities as a principle. All such gains shall be forfeited to Akademé.
- vii. No person may fill any more than one role at Akademé among the categories of faculty, Regent, officer, paid agent, or non-faculty resident.
- viii. No person with debts may become a resident faculty.
- ix. All residences, resident faculty, and other resource liabilities are subject to Board approval consistent with the non-profit status and mission of Akademé.

### **4.02 Principle Faculty**

The Board shall determine reasonable limitations for principle faculty to assure they remain objective and unbiased. The principle(s) shall establish criteria for qualification of future principles that shall become policy upon three-fourths (3/4) vote of the Board.

- i. A principle faculty member shall have expertise in several fields.
- ii. Principle faculty shall elect among themselves such officers as needed to report to the Board and maintain a uniformity of command who speaks for Akademé generally.
- iii. Upon appointment, the principle faculty shall consistently do all business of Akademé by a name other than their birth name.
- iv. The birth name of a principle faculty member shall not be made accessible to the public.

- v. A principle faculty member is subject to the same restrictions and guidelines as those of any other resident faculty, including but not limited to being free of debt and asset forfeiture.
- vi. Principle faculty may devise such standards and policies as necessary among themselves to maintain order and assure fulfillment of the mission of Akademé.

#### **4.03 Resident Faculty**

Resources permitting, Akademé shall provide operational facilities occupied and maintained by dedicated resident faculty. No more than 10% of said may be occupied and utilized as private residency by the faculty and any dependents such as children, relatives, or co-domiciles. The remainder shall be designated as working and sustainability spaces as required to fulfill the Akademé mission or other charitable functions.

#### **4.04 Resident Facilities**

Akademé shall establish sustainable facilities such that principle faculty may focus to fulfill the mission without bias or conflicts of interest.

Resources permitting, Akademé shall provide operational facilities occupied and maintained by dedicated resident faculty. No more than 10% of said facilities may be occupied and utilized as private residency by the faculty and any dependents. The remainder shall be designated as working and sustainability spaces as required to fulfill the Akademé mission or other charitable functions.

#### **4.05 Non-Faculty Residents**

Working spaces of facilities may be developed, designed, or assigned to serve as temporary or permanent residency for the disabled, elderly, refugees, orphans or other dislocated persons as defined and under such restrictions as the Board approves.

#### **4.06 Ecological Sanctuary**

Whenever possible, working spaces may be developed, designed, or assigned for the purpose of providing sanctuary to displaced animals as well as native flora and fauna as defined and under such restrictions as the Board approves.

#### **4.07 Termination, Impeachment and Incapacity**

- i. Faculty, employees, other agents, and Board members shall observe and report violations of policies, procedures, and the Bylaws.
- ii. Failure to remedy the violation in a timely manner shall result in a second report recommending termination by impeachment.
- iii. Upon evidence and in accordance with due process, a principle who violates these Bylaws shall be tried by the Board. If the violation is proven beyond a reasonable doubt, the principle shall be terminated upon three-fourths (3/4) vote.

- iv. No person who has been impeached may take residence in an Akademé facility unless deemed to fit non-faculty residency under Article 4.05 and upon Board approval.
- v. In the event of incapacity of a current faculty member, the Board shall reclassify them as non-faculty residents and provide reasonable accommodation for them.

**4.08      Miscellaneous**

- i. At times, per the discretion of the Board, Akademé may provide internships or volunteer opportunities to fill roles in Akademé activities and programs.
- ii. Facilities shall never be approved for use in a partisan political function, nor shall any Akademé resource be applied to the support of any political or religious group.

## **ARTICLE 5—FINANCE**

### **5.00 Assets**

All assets ownership, in whole or in part shall be in the name of Akademé. No transfer of asset ownership shall occur without consent of the Board in accordance with these Bylaws and such policies and procedures approved by the Board.

### **5.01 Contracts and Writings**

Except as otherwise provided by resolution of the Board or Board policy, from time to time the Board shall determine by resolution what officer or officers, agent or agents of Akademé who are to execute or sign on their behalf:

- i. All contracts, deeds, leases, mortgages, grants, and other agreements;
- ii. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness;
- iii. Deposit of all funds in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select;

### **5.02 Liabilities**

No loans shall be contracted on behalf of Akademé and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

### **5.03 Indemnification**

Akademé shall indemnify any past or present Regent, officer, or agent acting in good faith according to these Bylaws and within the boundaries of applicable laws and regulations. Indemnity shall include reasonable expenses incurred in connection with said proceedings, any legal liability attached thereto in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

### **5.04 Advance Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by Akademé in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of

- i. a written affirmation from the Regent, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- ii. an undertaking by or on behalf of the Regent, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by Akademé in these Bylaws.



## **ARTICLE 6—TRANSPARENCY AND ACCOUNTABILITY**

### **6.00 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Akademé practices and encourages transparency and accountability to the general public.

### **6.01 Financial and IRS documents (forms 1023 and 990)**

Akademé shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### **6.02 Means and Conditions of Disclosure**

Akademé shall make “Widely Available” the aforementioned documents on its internet website: [akademe.org](http://akademe.org) to be viewed and inspected by the general public.

- i. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- ii. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- iii. Akademé shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- iv. Akademé shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **6.03 IRS Annual Information Returns (Form 990)**

Akademé shall submit the Form 990 to its Board prior to the filing of the Form 990. Approval or review of Form 990 is not required under Federal law, but shall be submitted to each member of the Board of Regents electronically or in hard copy at least 10 days prior to its filing with the IRS.

### **6.04 Board**

- i. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- ii. All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

- iii. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

#### **6.05 Staff Records**

- i. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- ii. No staff records shall be made available to any person outside Akademé except authorized governmental agencies in accordance with due process.
- iii. Within Akademé, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.
- iv. Staff records shall be made available to the Board when requested.

#### **6.06 Donor Records**

- i. Donors and their legal representatives shall have access to records of their donations.
- ii. No donor record shall be made available to any other person outside Akademé except to authorized governmental agencies in accordance with due process.
- iii. Within Akademé, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors on a need-to-know basis.
- iv. Donor records shall be made available to the Board when requested.

## **ARTICLE 7—DOCUMENT RETENTION POLICY**

### **7.00 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Akademé records. Documents include both physical and electronic communiqués.

### **7.01 General Guidelines**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Akademé may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

### **7.02 Exceptions**

Akademé expects all officers, Regents, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, Regents, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Akademé informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **7.04 Permanent Retention**

The following shall be retained permanently and available for inspection in accordance with due process and legal requirements:

- i. Articles of Incorporation (Public)
- ii. Bylaws (Public)
- iii. IRS Form 1023 and Application for Exemption (Public)
- iv. Board and Committee minutes (Public); materials need only be retained for 3 years

- v. Audit records and reports
- vi. Retirement and pension records

#### **7.05 Tax Records**

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning Akademé's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

#### **7.06 Employment/Personnel Records**

State and federal statutes require Akademé to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against Akademé or individual employees under applicable state and federal statutes. Akademé should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Other employment and personnel records should be retained for seven years.

#### **7.07 Press Releases/Public Filings**

Akademé should retain permanent copies of all press releases and publicly filed documents under the theory that Akademé should have its own copy to test the accuracy of any document a member of the public can theoretically produce against Akademé.

#### **7.08 Legal Files**

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

#### **7.09 Marketing and Sales Documents**

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

#### **7.10 Intellectual Property**

Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to Akademé and are protected as a trade secret where Akademé:

- i. derives independent economic value from the secrecy of the information;  
and
- ii. has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

#### **7.11 Contracts**

Final, execution copies of all contracts entered into by Akademé should be retained for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

#### **7.12 Correspondence**

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

#### **7.13 Banking and Accounting**

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

#### **7.14 Insurance**

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept for one century.

## **ARTICLE 8—MISCELLANEOUS**

### **8.01 Books and Records**

Akademé shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, Akademé shall keep a copy of Akademé's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of Akademé shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect Akademé's interests when it is contemplating any transaction or arrangement which may benefit any Regent, officer, employee, agent, affiliate, or member of a committee with Board-delegated powers.

### **8.04 Nondiscrimination Policy**

No person shall be approved or denied any position or service on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin. Akademé reserves the right to refuse position or service to persons for reasons that do not qualify as discriminatory under this policy.

### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated provided that

- i. amendment does not disqualify Akademé as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding sections of active Federal tax code; and
- ii. amendment does not affect the voting rights of Regents; and
- iii. amendment is consistent with the Articles of Incorporation; and
- iv. is adopted by resolution in accordance with 3.05 of these Bylaws.

## **ARTICLE 9—CODES OF ETHICS**

### **9.00 Purpose**

Akademé requires and encourages Regents, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of Akademé must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Akademé to adhere to all laws and regulations that apply to Akademé and the underlying purpose of this policy is to support Akademé's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **9.01 Reporting Violations**

If any Regent, officer, staff or employee reasonably believes that some policy, practice, or activity of Akademé is in violation of law, a written complaint must be filed by that person with the highest ranking faculty member or the Board.

### **9.02 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense. Good faith complaints shall not be deemed as disciplinary matters or otherwise affect the relationship between Akademé and the person making the complaint.

### **9.04 Retaliation**

A complainant is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Akademé and provides the Akademé with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals who comply with this requirement.

Akademé shall not retaliate against any Regent, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Akademé or of another individual or entity with whom Akademé has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Akademé shall not retaliate against any Regent, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Akademé that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in

violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **9.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **9.06 Handling of Reported Violations**

The Board or faculty member shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Regents, officers, staff or employees and they shall have the opportunity to ask questions about the policy.



**ARTICLE 10—ADOPTION**

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Akademé were approved by the Akademé Foundation Board on Wednesday, July 29, 2015 and as amended Tuesday, August 4, 2015 constitute a complete copy of the Bylaws of Akademé.

Secretary: Helen Yool (signature on file)

Date: August 4, 2015