

Pinellas Preparatory Academy, Inc.

(A Not-For Profit Organization)

BYLAWS:

ARTICLE I – Name, Address, and Purpose:

**Name**

The name of the Corporation is Pinellas Preparatory Academy, Inc. (hereinafter referred to as the “Corporation”).

**Address**

The Corporation is registered within the City of Largo, County of Pinellas, and State of Florida. The mailing address of the Corporation is 2300 S. Belcher Road, Largo, FL 33771. The Corporation may also have offices at such other places within Pinellas County as the Board of Directors may from time to time determine or the business of the Corporation may require.

**Purpose**

The purposes for which this Corporation has been organized are those listed in the Articles of Incorporation.

ARTICLE II – Membership

The Corporation has no members. The rights which would otherwise vest in the members vest in the Board of Directors for the Corporation (hereinafter referred to as the “Board” for the entire entity or “Directors” for the individuals).

ARTICLE III – Board of Directors

**Number**

The number of Directors of the Corporation shall not be fewer than three (3) and shall not exceed nine (9), including the Officers of the Board. The Board shall fix the exact numbers of Directors, within these limits, by Board resolution or amendment of the Bylaws.

**Term**

Each Director shall serve for a period of two (2) years, which under such time the Board may decide to re-elect the said Director.

## **Vacancies**

Vacancies may be filled or new Directors created and filled at any meeting of the Board of Directors. Directors selected to fill a vacancy shall complete the term of the individual they are replacing, and be eligible for additional terms thereafter, if re-elected by the Board.

## ARTICLE IV – Officers of the Board of Directors

The officers described in this section shall be elected annually by a majority vote of a duly constituted quorum of the Board. All officers must be Directors of the Board. The President of the Board shall be the Chairman of the Board (hereinafter referred to as “Chairman”). The Board may remove any Officer, with cause, at any time. Any Officer may resign at any time by given written notice to the Corporation, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.

The Officers of the Board shall be as follows: President, Vice-President, Secretary and Treasurer. The duties of such Officers shall be outlined in the Policies and Procedures of the Corporation.

## ARTICLE V – Operation of Board of Directors

The Board shall have control and jurisdiction over the affairs and business of the Corporation, subject to the Corporation’s Charter(s), the Corporation’s Articles of Incorporation and these Bylaws. This shall include but is not limited to, all questions related to policy, any issue related to finances of the Corporation, any other material policy issues of the Corporation and the employment of the Superintendent. The Board shall hire and set the compensation, the expectations, the authority and duties for the Superintendent. The Superintendent, in turn, shall issue contracts for the hiring, setting of the compensation, expectations, duties, and requirement of adherence to the School policies, the laws of the State of Florida and the United States of America for all other employees, pursuant to the Boards approval of the annual budget. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised under the Board’s ultimate jurisdiction. Subject to the Articles of Incorporation, the laws of the State of Florida and the United States of America, the Board of Directors is authorized to adopt such policies, rules and regulations as may be necessary and appropriate to implement the provision of these Bylaws to achieve the purpose and goals of the Corporation. The Board is authorized to take such other action as may be required by the State of Florida and the United States of America; or as may be directed by a court of competent jurisdiction. It shall be the duty of the Board to evaluate the progress of the Corporation and to ensure that the policies, rules and regulations of the Corporation are properly implemented.

## ARTICLE VI – Committees and other Advisory Bodies

The Board, by majority vote, may create committees or other advisory bodies for any purpose, provided that a quorum is present. The Board shall appoint the Committee Chairs and members thereafter. The committee members or advisory bodies need not be Directors of the Board.

There shall be a Parent Teacher Enrichment Group (hereinafter referred to as the “PTEG”). The PTEG shall organize itself, set its own budget, raise its own funds and work closely with the Board.

## ARTICLE VII – Meetings, Voting, Quorum, and Order of Business

### **Meetings**

Board meetings shall be held at the Corporation’s principal office or at any other reasonably convenient location as the Chairman of the Board may designate. The meetings of the Board of Directors shall be held at least every other month, or more often if the Chair or a majority of the Board calls for a meeting in writing. The Board shall schedule a mutually agreeable meeting time. The Board may authorize participation in meetings by telephone for a Director.

### **Special Meetings**

Special meetings of this Corporation may be called by the Chairman or any two (2) of the Directors for urgent business. The reason for such meetings shall be announced at such time of the notification of the meeting not less than twenty (24) hours prior. Only one item of business shall be transacted at any special meeting.

### **Voting**

Each Director shall have one vote and such voting may not be done by proxy. At all meetings, all votes shall be by voice or show of hands.

### **Quorum**

The presence of not less than fifty-one percent (51%) of the Directors of the Board shall constitute a quorum. A quorum shall be necessary to conduct the business of the Corporation at all meetings.

### **Order of Business**

The order of business for all Board meetings shall be followed in this order: 1. Roll Call. 2. Approval of the minutes of the preceding meeting. 3. Reports 4. Old and unfinished business. 5. New business. 6. Adjournments.

The presiding Officer at each meeting may choose to change the order of business.

## ARTICLE VIII - General

### **Amendments**

These Bylaws may be altered, amended, or rescinded by an affirmative vote of not less than 51% of the Board.

### **Fiscal Year**

The fiscal year of the Corporation begins on July 1 of each year and ends June 30.

### **Termination**

If any Director of the Board shall at any time be guilty of a malicious or detrimental act to the Corporation or to the purpose for which it is formed, such person shall be notified and given the opportunity to present their case before the Board at a designated time not less than thirty (30) days after such notification. By the majority vote of the Board present at the meeting, provided that there shall be a quorum present, the membership of such person in the Board may be terminated.

### **Financial Matters**

Directors of the Board shall not be entitled to receive any salary or compensation for their work on the Board.

Directors of the Board or members of their immediate family shall not enter into any business relationship with the Corporation that has the potential for financial gain for said persons.

Approved: March 15, 2011 by a vote of 5-0

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**Mario Biagini**  
**Chairman of the Board**