

# **McIntosh Area Charter School Bylaws**

## BYLAWS

for the regulation, except as otherwise provided  
by the statute of its Articles of Incorporation,

Date initially incorporated: 2003

Bylaws last updated: 2015

Annual review: \_\_\_\_\_

McIntosh Area Charter School

*a Florida nonprofit private benefit corporation*

**I. MEMBERSHIP**

The corporation has no members. The rights which would otherwise vest in the members vest in the directors of the corporation (hereinafter "Directors") of McIntosh Area Charter School (hereinafter "MAS"). Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of all Directors or approval by the McIntosh Area Charter School Board (hereinafter "Board").

**II. BOARD OF DIRECTORS**

**A. Powers**

The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitation of the Florida Nonprofit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws. 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.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specified powers:

1. To elect and remove Directors.
2. To select and remove officers, agents and employees of the corporation; to prescribe powers and duties for them; and to fix their compensation.
3. To conduct, manage, and control the affairs and activities of the corporation, and to make the rules and regulations.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the incorporation.
5. To carry on a business of a profit and apply any profit that results from the business activity to any activity in which the corporation may engage.
6. To act as Director under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidences of debt and securities.
9. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
10. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Florida Nonprofit Public Benefit Law and the limitations notes in these Bylaws.

#### B. Number of Directors

The number of Directors of the corporation shall be not less than 5 nor more than 9. The Board shall fix the exact number of Directors, within these limits, by Board resolution or amendment of the Bylaws. As of the date on which the Bylaws are adopted, the exact number of Directors is fixed at 8 (1 non-voting).

#### C. Election of Directors

1. Election. The MAS Principal shall automatically be a non-voting Director of the School and not a school board member. The board shall elect the remaining Directors by the vote of a majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, or by the sole remaining Director.
2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively.
3. Interested Persons. Not more than 49% of the persons serving on the Board may be interested persons. An "interested person" is: (1) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (2) any sister, brother, ancestor, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.
4. Term of Office
  - a. The term of office of all members of the initial Board of Directors shall be one year.
  - b. At the end of the first year, the Board shall provide for staggered terms of its Directors, by designating approximately one-third of the Directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Director shall continue for three years, except the term of any Director who is the Parent or MAS Faculty shall be one year.
  - c. No Director, other than a Director serving as a corporate officer or the MAS Principal may serve for more than seven (7) consecutive years.
  - d. The term of office of Director elected to fill a vacancy in these bylaws begins on the date of the Director's election, and continues: (1) for the balance of the unexpired term in case of a vacancy created because of the resignation, removal, or death of a Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.
  - e. A Director's term of office shall not be shortened by any reduction in the number of Directors resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action.
  - f. A director's term of office shall not be extended beyond that for which the Director was elected by amendment of the Articles of Incorporation or the Bylaws or other Board action.
5. Time of Elections. The Board shall elect Directors whose terms begin on July 1 of a given year at the Annual meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

#### D. Removal of Directors

The Board may remove a Director without cause as provided by the Florida Nonprofit Public Benefit Corporation Law. The Board may remove any Director who:

1. Has failed to attend two or more of the Board's Regular Meetings in any calendar year;
2. Has been declared of unsound mind by a final order of the court;
3. Has been convicted of a felony;
4. Has been found by a final order or judgment of any court to have breached any duty imposed by the Florida Nonprofit Public Benefit Corporation Law; or
5. For such other reasonable causes as the Board may determine.

#### E. Resignation of a Director

A Director may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the date the notice is given, or at any later date specified in the notice. A Director may not resign if the Director's resignation would leave the corporation without a duly elected Director in charge of its affairs, without first giving notice to the Florida Attorney General.

#### F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these Bylaws, or upon a Director's death. A vacancy is also deemed to exist upon the increase of the Board of the authorized number of Directors.

#### G. Compensation of Directors

Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting corporation business.

### **III. PRINCIPAL OFFICE**

The corporation's principal office shall be at PO BOX 769, McIntosh Florida 32664, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

### **IV. MEETINGS OF THE BOARD**

#### A. Place of Meetings

Board Meetings shall be held at the corporation's principal office or at any other reasonably convenient place as the Board may designate.

#### B. Annual Meetings

An Annual Meeting shall be held in May of each year for the purpose of electing Directors, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

#### C. Regular Meetings

Regular Meetings shall be held at various times within the year as the Board determines.

#### D. Special Meetings

A Special Meeting shall be held at any time called by the Chair or by any five Directors.

#### E. Adjournment

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these Bylaws.

#### F. Notices

Notices of Board Meetings shall be given as follows:

1. Annual Meetings and Regular Meetings may be held without notice if the Bylaws or the Board fix the time and place of such meetings.
2. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or email. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in the corporation's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, emailed or communicated orally, in person or by telephone to a person whom it is reasonably believed will communicate it promptly to the Director.

#### G. Waiver of Notice

Notice of a meeting need not be given to a Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

### **V. ACTION BY THE BOARD**

#### A. QUORUM

A quorum consists of one-third of the fixed number of Directors.

#### B. Action by the Board

1. Actions Taken at Board Meetings. The actions done and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for the purposes of electing Directors, appointment committees and delegated authority hereto, or amending the corporation's Bylaws, where the action of a majority of Directors then in office is required by the Florida Nonprofit Public Benefit Corporation law or as set out in these Bylaws.

The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.

2. Actions Without a Meeting. The Board may take any required or permitted action without a meeting if all the Directors individual or collectively consent in writing to the taking of that action. Such consent shall have the same effect a unanimous vote of the Board and shall be filed with the minutes of the Board proceedings.

3. Board Meetings by Conference Telephone. Directors may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.
4. Executive Sessions of the Board. IAW the Florida Sunshine Laws, Executive Sessions of the Board may be called for litigation, staff discipline and other sensitive matters but must still be noticed and are open to the public.

#### C. Committees

1. Appointment of Committees. The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Standing Committee will consist of not less than two Directors who shall serve at the pleasure of the Board.
2. Authority of Board Committees. The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
  - a. The election of Directors.
  - b. Filling vacancies on the Board or any committee which has the authority of the Board.
  - c. The fixing of Director compensation for serving on the Board or on any committee.
  - d. The amendment or repeal of any Board resolution.
  - e. The amendment or repeal of Bylaws or the adoption of new Bylaws.
  - f. The appointment of other committees of the Board, or the members of the committees.
  - g. The expenditure of corporate funds to support a nominee for Director.
  - h. The approval of any self-dealing transaction, as defined by the Florida Nonprofit Public Benefit Corporation Law.
3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

#### D. Standard of Care

1. Performance of Duties. Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in the corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
2. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
  - a. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
  - b. Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
  - c. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and

the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

3. Investments. In investing and dealing with all assets held by the corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

#### E. Rights to 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 that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

#### F. Participation in Discussions and Voting

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:

1. The MAS faculty Representative and the Parent Teacher Organization (PTO) representative shall not be present for the discussion and vote on any matter involving: (a) the performance evaluation or discipline of any administrator or faculty member; (b) administrator or faculty compensation; (c) Executive Sessions of the Board; or (d) any other matter at the discretion of a majority of the Directors then present.
2. Any Director shall be excused from the discussion and vote on any matter involving: (a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Director; or (d) any other matter at the discretion of a majority of the Directors then present.

#### G. Duty to Maintain Board Confidences

Every Director has a duty to maintain the confidentiality of all Board actions, including discussion and votes. Any Director violating this confidence may be removed from the Board. Moreover, the MAS Faculty may be disciplined, including immediate dismissal, if Board information is disclosed without the Chair's prior approval.

### **VI. OFFICERS**

A. Officers. The officers of the corporation consist of a President (hereinafter, "Chair"), a Secretary and a Chief Financial Officer (hereinafter "Treasurer"). The corporation also may have such other officers as the Board deems advisable.

1. Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.

2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such powers and perform such other duties as the Board may prescribe.
4. Treasurer. The Treasurer shall: (a) keep or cause to be kept adequate and correct amounts of the corporation's properties, receipts, and disbursements; (b) make the books of account available at all times for inspection by any Director; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other others as the Board may prescribe.

#### B. Election, Eligibility, and Term of Office

1. Election. The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. Eligibility. A Director may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

#### C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under any employment contract. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

### **VII. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the corporation's debts, liabilities or other obligations.

### **VIII. INDEMNIFICATION OF CORPORATE AGENTS**

The corporation shall indemnify any Director, officer, employee or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.



If the corporate agent either settles any such claim or sustains a judgment against him/her, the indemnification against expense, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the Florida Nonprofit Public Benefit Corporation Law.

#### **IX. INSURANCE FOR CORPORATE AGENTS**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, employee, or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Florida Nonprofit Public Benefit Corporation Law.

#### **X. SELF-DEALING TRANSACTIONS**

The corporation shall not engage in any self-dealing transactions, except as approved by the Board. "Self-dealing transaction" means a transaction to which the corporation is a party in which one or more of the Directors has a material financial interest ("interested Director(s)"). Notwithstanding this definition, the following transactions are not self-dealing transactions, and are subject to the Board's general standard of care:

1. The Board's action of fixing a Director's compensation as MAS Principal, a Director or corporate officer; or
2. A transaction which is part of a public or charitable program of the corporation, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program.

#### **XI. OTHER PROVISIONS**

- A. Fiscal Year. The fiscal year of the corporation begins on 1 July of each year and ends on June 30 of the following year.
- B. Execution of Instruments  
Except at otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.
- C. Checks and Notes  
Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and any other evidence of indebtedness of the corporation may be signed by the Chair, Treasurer or MAS Principal.
- D. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Florida Nonprofit Corporation Law and the Florida Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and not intended to limit or define the scope or effect of any provisions.

E. Conflict of Interest

Any Director, officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

1. Regular annual statements from Directors, officers, key employees to disclose existing and potential conflict in interest; and,
2. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a Director or officer of, or has a significant financial or influential investment in the entity contracting or dealing with the corporation.

F. Interpretation of Charter

Whenever any provision of the Bylaws is in conflict with the provisions of the Charter, the provisions of these Bylaws control.

**XII. AMENDMENT**

A majority of the Directors may adopt, amend, or repeal these Bylaws.

**CERTIFICATE OF SECRETARY**

The Undersigned does hereby certify that the undersigned is the Secretary of the McIntosh Area Charter School, a nonprofit public benefit corporation duly organized and existing under the laws of the State of Florida, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation, which Directors are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.