

**BYLAWS
OF
CITY OF BELLE ISLE CHARTER SCHOOLS, INC.
A Florida Nonprofit Corporation**

**ARTICLE 1
OFFICES**

The Corporation's principal office shall be fixed and located initially at 5903 Randolph Avenue, Orlando, Florida 32809, or as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

**ARTICLE 2
PURPOSE**

The specific and general purposes of the corporation are described in the Articles of Incorporation.

**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.

**ARTICLE 4
DIRECTORS**

Section 4.1 General Powers

Subject to the limitations of the Florida not-for-profit Corporation law, the Corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of any of the Corporation's activities to any person(s), educational service provider or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities, and the Board may, subject to contractual obligations as may exist, rescind any such assignment, referral or delegation at any time.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the Corporation; to prescribe powers and duties for them which are not inconsistent with law, the Corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore which are not inconsistent with the law, the Corporation's Articles of Incorporation or these Bylaws, as it deems best;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;

- d. To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities therefore;
- e. To act as trustee under any trust incidental to the principal object of the Corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- f. To acquire 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 real and personal property;
- g. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and
- h. To carry out such other duties as are described in the Charter Contract and the Articles of Incorporation.

Section 4.3 Number, Election and Term and Related Matters

- a. The authorized number of voting Directors shall be no fewer than three (3) and no greater than nine (9) until changed by amendment of these Bylaws. In accordance with the provisions herein, one of the Directors shall be the Mayor of Belle Isle, Florida (the "Mayoral Director").
- b. Directors, with the exception of the Mayoral Director whose appointment to the Board shall be governed by the provisions of Section 4.3(k) herein, shall be elected at a duly organized meeting of the Board of Directors. Notice of the Board's intention to elect a Director shall be included in the agenda for that meeting of the Board and shall be publicly announced. Notwithstanding the foregoing, during the April 2017 meeting of the Board, the City Council of Belle Isle, Florida shall be permitted to nominate two (2) non-elected individuals, submitted for confirmation by the Corporation, to serve on the Corporation's Board of Directors: one (1) voting Director, and one (1) Director honorarius (i.e. non-voting) (the "Council Directors"). The first Council Director nomination to be confirmed by the Corporation shall be a voting Director and shall serve for a term in accordance with the provisions of Section 4.3(d) herein. The second Council Director nomination to be confirmed by the Corporation shall be Director honorarius until such time the mayoral term of the current Mayoral Director ends. At that time, the Mayoral Director shall become an Emeritus Director as stated in Section 4.3(h), any subsequent Mayoral Directors shall be non-voting members as stated in Section 4.3(k) and the Council Director honorarius shall become a full voting Director, and shall serve for a term in accordance with the provisions of Section 4.3(d) herein.
- c. In order to elect a new Director (with the exception of the Mayoral Director and Council Directors), the Board shall announce the vacancy to the public, including City of Belle Isle Charter Schools, Inc. parents, teachers, and schools, and invite applications from qualified persons all as described by the Board. Board members are encouraged to solicit applications from qualified persons. The Chairman shall conduct an initial review and evaluation of all applications and make recommendations for candidate nominations to the Board. Following review and discussion of the nominations, the Board will proceed to elect any new Director(s).
- d. A Director shall be elected for a term of not more than three (3) years, with the exception of the Mayoral Director, who shall serve for a term in accordance with the provisions of Section 4.3(k) herein. The duration of the term of each Director shall be staggered so as to promote

continuity in the Board. The Board shall establish the term for a newly elected Director before the election, in order to stagger the terms of each member of the Board. A Director may seek re-election to the Board at the end of any term.

- e. The Board shall endeavor to be comprised of a diverse group of accomplished professional, academic, business, and/or civic minded individuals who are committed to the mission of City of Belle Isle Charter Schools, Inc.
- f. Unless otherwise permitted by these Bylaws, persons holding elected office, persons who are employed by any school owned by City of Belle Isle Charter Schools, Inc., or persons who are relatives of any employees of City of Belle Isle Charter Schools, Inc., are not eligible for, and shall not be elected to serve on, the Board.
- g. Persons who are officers or directors of a sponsor or an educational service provider for City of Belle Isle Charter Schools, Inc. are not eligible and shall not be elected to serve on the Board of City of Belle Isle Charter Schools, Inc., so as to avoid potential conflicts of interest.
- h. The Board shall invite every Director who has successfully completed their term as Director, to participate in an advisory capacity to the board as Emeritus Directors. Emeritus Directors on the advisory board are invited to attend Board meetings and other school functions, provide advice and counsel to the Board, but shall have no voting power.
- i. Directors must be fingerprinted within thirty (30) days of their appointment.
- j. In no event shall a person be seated on the Board where they are deemed ineligible or disqualified in accordance with applicable law.
- k. To foster a culture of collaboration and cooperation between the Corporation and the City of Belle Isle, the Mayoral Director as of the date of June 22, 2016, shall be a voting Director of the Corporation. The Mayoral Director's term on the Board shall be coterminous with her term as Mayor of Belle Isle. All subsequent Mayoral Directors shall be non-voting Directors during their respective mayoral terms.

Section 4.4 Resignation and Removal

Any Director may resign effective upon giving written notice to the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected (by the existing President) 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

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. The Board may elect a Director to the Board in order to fill a vacancy. With the exception of the Mayoral Director, new Directors shall be elected pursuant to the procedures in Section 4.3 and may be elected by a vote of the majority of the existing Directors although less than a quorum may exist. Each Director so elected shall hold office until a successor has been appointed and qualified.
- c. Any vacancies of a Council Director shall be filled in the same manner described in Section 4.3(b) whereby the City Council of Belle Isle, Florida shall be permitted to nominate a non-elected individual in order to fill the vacancy, and shall submit same for confirmation by the Corporation. If a nominee is not confirmed by the Corporation, the City Council shall nominate a new non-elected individual in order to fill the vacancy, and shall submit same for

confirmation by the Corporation until the vacancy is filled. Each confirmed Council Director shall have the same voting status as, and shall serve for the remaining term of, the Council Director vacancy being filled.

- d. The Board shall declare vacant the office of any Director who has been convicted of a felony, or whose fingerprint results reveal non-compliance with standards of good moral character.
- 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.
- f. The Board shall develop an orientation and training program for new Directors and an annual continuing education program for existing Directors.

Section 4.6 Place/Notice of Meetings

Meetings of the Board may be held at the principal office of the Corporation or at any other place that has been designated in the notice of the meeting by resolution of the Board. Appropriate notices of the meeting complying with Florida law shall be posted. Any board member, or officer of the Corporation shall place any desired item on the agenda of any Board meeting by notifying the then-acting Secretary of the Corporation, or the Secretary's designee, in writing, no later than 5 business days prior to the scheduled Board meeting, and providing a description of the proposed agenda item.

Section 4.7 Annual Meetings

An annual meeting of the Board shall be held during June of each year at the time and place designated by the Board for the purposes of organization, election of officers, and the transaction of such other business as may come before the Board. The President of the Corporation shall preside at the annual meeting of the Directors.

Section 4.8 Quarterly Meetings

Quarterly meetings of the Board shall be held on such dates and at such times and places as may be from time to time fixed and notified by the Board.

Section 4.9 Special Meetings

- a. Special meetings of the Board for any purpose(s) may be called at any time by the Chairman of the Board, if there is such an officer, the President, Vice-Chairman, or the Secretary.
- b. Special meetings of the Board may be held after each Director has received notice by mail, telecopy, e-mail or telephone.
- c. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.10 Quorum and Voting

One half (1/2) of the authorized Directors then in office, rounded up to the next full number if one half would include a fraction, shall constitute a quorum. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.11 Waiver of Notices

Notice of meeting need not be given to any Director who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.12 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Director's meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 4.13 Rights of Inspection

Every Director has the absolute 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 4.14 Fees and Compensation

Directors shall not receive 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 Directors and officers of the Corporation as described on the Charter on the conduct of the Corporation's business.

Section 4.15 Standard of Care

- a. A Director shall perform all duties of a Director in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including the duty to make all reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.
- b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 1. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
 3. A committee of the Board upon which the Director does not serve as to matters within a designated authority, provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE 5 OFFICERS

Section 5.1 Officers

The officers of the Corporation shall be President, Chairman, Vice-Chairman, Vice-President(s), Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and

such other officers as may be elected or appointed. Any number of offices may be held by the same person. Unless otherwise stated, officers need not be a director, or a member of the governing board, in order to hold an office. An officer who does not also serve as a director or a member of the governing board, is not subject to the prohibition against receiving fees or compensation for services rendered to the Corporation.

5.1.1 Chair

The Board shall nominate and elect its Chairman at a duly noticed meeting of the Board. The Chairman shall serve for a term of one year and may seek re-election as Chairman at the end of any term. The Chairman shall also serve as the President of City of Belle Isle Charter Schools, Inc. for as long as he or she serves as Chairman. The Chairman may be removed from office as Chairman without cause at any time upon an affirmative vote of a majority of the Directors of City of Belle Isle Charter Schools, Inc.:

- a. The Chair shall be the presiding officer at all meetings of City of Belle Isle Charter Schools, Inc.,
- b. The Chair shall appoint all of the chairs of committees and all members of all committees, subject to the approval or ratification of City of Belle Isle Charter Schools, Inc., All such committee chairs and members of committees shall serve at the pleasure of the Chair and the Chair may remove the chair(s) of any such committee and any committee member, without cause at any time.
- c. The Chair shall serve as a nonvoting, ex officio member of all committees of the City of Belle Isle Charter Schools, Inc., and the presence of the Chair may count as quorum at any committee meeting.

5.1.2 Vice-Chair

The Board shall nominate and elect a Vice-Chairman at a duly noticed meeting of the Board. The Vice-Chairman shall serve for a term of one year and may seek re-election as Vice-Chairman at the end of any term. The Vice-Chairman may be removed from office as Vice-Chairman without cause at any time upon an affirmative vote of a majority of the Directors of City of Belle Isle Charter Schools, Inc,

- a. The Vice Chairman shall be the presiding officer at any meeting when the Chairman of City of Belle Isle Charter Schools, Inc, is absent.
- b. In the event that the office of the Chairman is vacant, the Vice-Chairman shall assume the duties and powers of the Chairman until such time as the office of the Chairman is no longer vacant.

Section 5.2 Election

The officers of the corporation, shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 5.3 Subordinate Officers

The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time or, except for an officer chosen by the Board, by any officer upon whom the Board may confer such power of

removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 5.5 Resignation

Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7 President

Subject to such powers, the President 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 and officers of the Corporation. The President has the general management powers and duties usually vested in the office of the President and general manager of a Corporation as well as such other powers and duties as the Board may prescribe from time to time.

Section 5.8 Vice-President

Vice-President(s) that are not Director(s) shall have non-voting position(s) in the Corporation. The Vice-President(s) shall have such powers and perform such duties as the Board may prescribe from time to time.

Section 5.9 Secretary

- a. 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 for 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 Florida, 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 keep the seal of the Corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.
- b. 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 keep the seal of the Corporation in safe custody; 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 other duties as may be prescribed from time to time by the Board.

5.10 Treasurer

- a. The Treasurer or President of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business 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 Director.
- b. The Treasurer or President 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 or President shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, and shall render to the Directors, upon request, an account of all transactions and of the financial condition of the Corporation. The Treasurer or President shall present, or cause to be presented, an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE 6 COMMITTEES

Section 6.1 Board Committees

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each consisting of at least two (2) members of the Board, to serve at the pleasure of the Board.

ARTICLE 7 OTHER PROVISIONS

Section 7.1 Validity of Instrument

Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, 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 President or any Vice President and the Secretary or Treasurer of the Corporation, unless the other person has actual knowledge that the signing officers has no authority to execute the same. Any such instruments may also be signed by the Board or a designated member of the Board.

Section 7.2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Law of the State of Florida 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 the Corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 7.3 Fiscal Year

The fiscal year of the Corporation shall be set by the Board to run concurrently with the fiscal year of the schools owned by Corporation.

Section 7.4 Conflict of Interest

Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof 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 Corporation's interest.

Section 7.5 Interpretation

In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Articles of Incorporation, the provisions of these Bylaws shall control.

Section 7.6 Robert's Rules

All Board meetings and committee meetings shall be conducted in accordance with Roberts Rules of Order. In any instance in which the provisions of these Bylaws are in conflict with the provisions of Robert's Rules of Order, the provisions of the Bylaws shall control.

ARTICLE 8
AMENDMENTS

Section 8.1 Bylaws

These Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of City of Belle Isle Charter Schools, Inc., a Florida nonprofit Corporation, and that the foregoing Bylaws constitute the Bylaws of such Corporation as adopted by the Board of Directors.



SECRETARY