

Bylaws
Of

THE STUDENT LEADERSHIP ACADEMY of VENICE, INC.,
A Florida Not-for-Profit Corporation

ARTICLE I-NAME

The name of this corporation shall be *The Student Leadership Academy of Venice, Inc.*

ARTICLE II-Corporate Purpose

Section A. Educational Objects

1. The purpose for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The corporation is also organized for the purpose of owning and operating a Charter School pursuant to Chapter 1002.33, Florida Statutes.
2. The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes including:
 - (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation, which are not inconsistent with its purposes;
 - (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.
3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporations shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (C) (3), of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section B Operation of Charter School

Upon issuance of a Charter by the Sarasota County School District, the corporation shall operate a Charter School in Sarasota County pursuant to Chapter 1002.33, Florida Statutes. The School, to be known as *The Student Leadership Academy of Venice, a Charter School*, shall encourage scholarship, provides opportunities to develop leadership skills and to participate in service-learning. The school will present academic, social and personal skills to children who need to become life-long learners and productive, contributing members of society. The period during which the corporation's Charter is in effect shall be referred to herein as the *Charter Period*. The period during which the corporation's Charter is not yet in effect, or has expired, shall be referred to as the *Non-Charter Period*.

ARTICLE III-Board of Directors

Section a Board Composition

The Board of directors (*the Board*) shall consist of five (5) members.

Section B Election of Directors

Directors shall be elected by the Board at the Annual Meeting. When necessary to fill a vacancy, a Director may also be elected to the Board at any regular or any specially called meeting of the board, provided that the notice of such meeting clearly indicates the election of a new director will be considered. The Board shall hold the election following receipt of the recommendations from the Nominating Committee, provided, however, that nomination from the floor shall also be permitted.

Section C Director's Term of Office

The Board shall be comprised of five Directors serving three year terms. The initial Board members shall serve as follows: two for three years, two for two years and one for one year. Thereafter, all director terms shall be for three years with the maximum tenure being three consecutive terms. A former Director who has served three consecutive terms may be re-elected after a two-year hiatus. Any Director elected at a meeting other than the Annual Meeting shall serve until the next Annual Meeting and shall be eligible for election to a full term at that time. Service for a partial term in excess of one year shall be considered a full term.

Section D Qualifications of Directors

Directors shall be natural persons who are at least 18 years of age, who are residents of, or are employed within, Sarasota County, and who possess diverse experience and talent to enhance the success of the Charter School. Parents of students currently enrolled in the school and paid staff members shall not be eligible for election to the position of Director. No more than one board position shall be filled by a parent of a currently enrolled student.

Section E Board Attendance Requirements: Removal

If a director shall be absent from three or more regularly scheduled meetings of the Board in any twelve month period, the Board, may, in its discretion, remove the Director, provided that the Board shall first comply with the procedural requirements of Section 617.0808, Florida Statutes.

Section F Role of Board

The Board shall provide the general direction, control and management of the business, programs, and affairs of the Corporation. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board, subject to any limitation set forth in the Articles of Incorporation.

Section G Miscellaneous Provisions

1. The Board may require adequate bond for such offices and employees as it deems necessary.
2. No committee or individual shall have the power to obligate the corporation to any financial outlay or to commit it to any other undertaking or policy without the prior authorization of the Board.
3. The Board shall designate the appropriate persons who shall be authorized to sign checks, drafts, notes and orders for payment.
4. No compensation shall be paid to any Director for service upon the Board, except for reimbursement of expenses as authorized by the Board. Nor shall Directors receive compensation as an employee of the corporation.
5. During the Charter Period, the Board shall hold monthly meetings to conduct its business, and to allow input and participation from individual Directors, the Parent Association, the Advisory Committee, and the school staff. Less frequent Board meetings may be held during the Non-Charter Period. The Board shall have the power to suspend any regularly scheduled monthly meeting at its discretion.
6. During the Charter Period, meetings and records of the Board shall be open to the public in accordance with the requirements of Section 119, Florida Statutes, relating to public records, and Section 286.011, relating to public meetings and records. During the Charter Period, all Directors shall comply with any requirements for financial disclosure pursuant to law.
7. The Board shall submit its annual report to the State of Florida as required by law.
8. A majority of the Board shall constitute a quorum, and affirmative vote of a majority of a quorum shall be necessary for any action taken by the Board. The person presiding over the Board Meeting, whether it is the President, or in his or her absence, the Vice-President, shall participate in all Board votes and may participate in all Board debates.

9. The administrator/principal or his or her designated representative, shall attend all Board Meetings, and shall provide reports to the Board on the operations of the School and the corporation as needed.

Section H Agenda

An agenda shall be prepared for each Board meeting and, during the Charter Period; the agenda shall in all cases provide a period during which the public, the press, and individual Directors may be heard. The president, in conjunction with the school principal or his or her designee, shall establish the tentative agenda, which shall be formally approved by the Board at the commencement of the meeting.

ARTICLE IV-Officers

Section a Designation

The officers of this corporation shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer. Vice-President and combined Secretary/Treasurer.

Section B Election

The Board at the Annual Meeting shall elect officers. When necessary to fill a vacancy, Officers may also be elected at any regular or specially called meeting, provided that notice of such meeting clearly indicates that such election will be considered. The election shall be held following receipt by the Board of the nominations of the Nominating Committee, provided, however, those nominations from the floor shall also be permitted.

Section C Term of Office

Officers shall serve a term of one year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting at which they are elected. Officers may be elected for two additional terms so that the term of office does not exceed a total of three consecutive years.

Section D Duties of President

The President shall preside and have power to vote at all meetings of the Board. The President or designated Board member must be an ex officio member of all committees and shall perform duties of President and exercise such authority as may be provided in the corporate charter and/or by directive of the Board.

Section E Duties of the First Vice-President

The First Vice-President shall perform the functions of the President in the latter's absence. The First Vice-President shall succeed to the position of President in the event of resignation, disability, or death of the chair.

Section F Duties of the Second Vice-President

The Second Vice-President shall perform the functions of the First Vice-President in the latter's absence. The Second Vice-President shall succeed to the position of First Vice-President in the event of resignation, disability, or death of the chair.

Section G Duties of the Secretary/Treasurer

The Secretary/Treasurer shall cause the proceedings of all meetings to be recorded on the official books or records of the corporation, oversee the necessary financial reporting requirements as per the requirements of the charter contract and any other applicable law and provide to the Board a monthly report of the financial status of the school. All records shall be kept at the principal office of the corporation.

ARTICLE V Advisory Board, Parent Association, Staff Representative

Section an Advisory Board

An Advisory Board shall be appointed by the Board to assist the Board in meeting the goals of the corporation. Members of the Advisory Board shall consist of committed individuals from the community and representatives of cooperating/supportive institutions. The Advisory Board shall serve at the pleasure of the Board and shall provide advice and recommendations to the Board on all aspects of the school, including but not limited to: fundraising, capital improvements, support services, avenues for parents, and community outreach. The recommendations and input by the Advisory Board shall be advisory only and shall not be binding on the Board.

Section B Parent Association

A Parent Association consisting of all parents and/or legal guardians of currently enrolled students shall be established. All parents and/or legal guardians shall be deemed members of the Parent Association. The Parent Association shall elect its own offices and shall adopt its own bylaws, which shall be subject to approval by the Board.

Section C Staff Representative

The full-time faculty and staff of the school shall elect one of its members, to be known as the "Staff Representative." It shall be the duty of the Staff Representative to communicate to the Board any recommendations that may emanate from faculty and staff to enhance the school programs and to improve students learning. The Staff Representative shall serve a one-year term. No school principal or school administrator shall be eligible to serve as the Staff Representative.

Section D ex Officio Members of Board

The Chair of the Advisory Board, the President of the Parent Association and the Staff Representative shall constitute ex officio (non-voting) members of the Board. As such, they may participate in debate at Board meetings if the Board President, in his or her discretion, recognizes them for that purpose.

ARTICLE VI- Standing and Special Committees

Section Creation Duties

The Board may, in its discretion, create standing or ad hoc committees and shall specifically define the duties and responsibilities delegated to these committees.

Section B Appointment Powers

At the first Board meeting following the Annual Meeting, the President shall appoint the chair and members of any and all standing committees other than the Advisory Committee and the Parent Association, as needed. The President shall also appoint the chair and members of any and all ad hoc committees. Standing committees shall meet at all appropriate times necessary to perform their duties and responsibilities and shall report to the Board. Standing committees shall have no power to bind the corporation unless such power is expressly granted to the committee.

Section C Nominating Committee

A Nominating Committee of five persons shall be elected by the Board no later than 30 days prior to the Annual Meeting or 30 days prior to any called election of Directors or Officers occurring between Annual Meetings. Board members and Non-Board members, other than school administration, faculty or staff, shall be eligible to serve on the Nominating Committee. It shall be the duty of the Nominating Committee to nominate candidates for election to the position of Directors and Officers. For elections occurring at the Annual Meeting, the Nominating Committee shall report its slate of Offices and Directors at the Board meeting held immediately prior to the Annual Meeting. For elections held to fill a vacancy created prior to the Annual Meeting, the Nominating Committee shall report the slate at the regular or specially called Board meeting at which the election is to be held.

ARTICLE VII- Meetings

Section A Generally

Meetings of the Board or of a committee shall be held at the principal's office of the corporation or at such other suitable place convenient to the Board or committee as designated by the President of the Board or chair of the committee.

Section B Annual Meetings

The Annual Meeting of the corporation shall be held in the month of August of each year. Directors and Officers shall be elected at the Annual Meeting and a report shall be rendered concerning the progress, activities, and projections of the Corporation and the Charter School.

Section C Notice of Meetings

It shall be the duty of the school principal or his or her designee, to give a minimum of seven days' notice of each Annual Meeting, regular or special meeting of the Board or any committee meeting. Notice shall be in writing and shall be transmitted to the Board or committee member by U.S. Mail, by facsimile, by electronic mail by personal delivery.

Section D Charter Period: Open to Public

During the Charter Period, in addition to providing the Directors and committee members with the notice in Section B above, it shall be the duty of the school principal, or his or her designee, to give the public reasonable notice of the Board or committee meetings. Utilizing the following guidelines:

1. The notice shall contain the time and place of the meeting and, if available, an agenda (or if no agenda is available, subject matter summations may be used);
2. The notice shall be prominently displayed in the area in the school's offices set aside for that purpose at least seven days prior to meeting, except in case of an emergency, in which case the notice shall be displayed at least 72 hours prior to the meeting and a press release shall be transmitted electronically to the news media.
3. The place of the meeting shall be accessible by the general public, in a sufficiently large facility to accommodate the expected turnout. Steps shall be taken to insure that discussion among Board or committee members is audible by members of the public who attend the meeting.

ARTICLE VIII- Fiscal Year

The fiscal year of the corporation shall begin on July 1 and shall end on June 30 of each and every year.

ARTICLE IX- Amendments

The Board shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws at any Board meeting provided that written notice of same shall have been given at least ten days prior to such

meeting. Such alteration, amendment, repeal, or new bylaw shall require the affirmative vote of the majority of the Directors present at the time of the vote.

ARTICLE X- Parliamentary Authority

"Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XI- Corporate Seal

The Board may provide a seal for the corporation, which shall be in charge of the Secretary or such other offices the Board may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

ARTICLE XII- Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any authority of the Board.

ARTICLE XIII- Tax Exempt Corporate Status

The corporation shall not carry on propaganda or otherwise attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate or do any other acts which could endanger its qualification as a Non-Profit Corporation in the State of Florida or its tax exempt status as a 501(C)(3) corporation under the Internal Revenue Code.