

**BYLAWS OF
ACADEMIE DA VINCI CHARTER SCHOOL CORPORATION
A NONPROFIT CORPORATION**

ARTICLE 1

DEFINITIONS

1.01. These Bylaws constitute the code of rules adopted by Academie da Vinci Charter School Corporation for the regulation and management of its affairs.

1. "Corporation" shall mean Academie da Vinci Charter School, Inc., a not-for-profit corporation with 501(c)(3) status from the Internal Revenue Service.
2. "Board" shall mean Board of Directors of the Corporation.
3. "President" shall mean the Chairperson of the Board of Directors.
4. Sponsor shall mean the Pinellas County School Board.

ARTICLE 2

MISSION

2.01 Is established for the purpose of incorporating and integrating the fine arts into all phases of a comprehensive academic curriculum for children in grades K-5.

ARTICLE 3

CORPORATION

Purpose & Powers

3.01. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

1. The Corporation has been created to provide the governance for this charter school located in Pinellas County, Florida.
2. The school is designed to improve student learning and academic achievement with the use of innovative learning methods in compliance with Section 1002.33, Florida Statute 1002.33 known as the Florida Charter School Law.

3. The School shall be non-sectarian in its programs, admission policies, employment practices and operations and will admit students without regard to sex, race, color, creed, religion, or ethnic or national origin in the same manner as other public schools in Florida.
4. The Corporation shall have no members. The Directors shall have all powers and duties for the conduct of the activities of the Corporation.
5. Directors shall be devoted to the mission and purpose of the school and shall represent the best interests of the community.

ARTICLE 4

GOVERNING BODY

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Qualification of Directors

4.02. The qualifications for becoming and remaining a Director of this Corporation are as follows:
Directors must be residents of Pinellas County, Florida.

Number of Directors

4.03. The number of Directors of this Corporation will not be less than 5 at any time.

Terms of Directors

4.04. All terms shall begin on July 1, of each school year, for a one year period.

Resignation and Removal of Board

4.05. A Director may resign by submitting his or her resignation in writing to the President of the Board of Directors. A Director may be removed for cause at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Vacancies on the Board

4.06. Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority vote of the remaining Board. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Powers and Duties

4.07. The business, affairs, and property of the Charter shall be the ultimate responsibility of the Board of Directors. Without limiting the general powers conferred by state and federal law and these Bylaws, the Board shall have the following powers:

- (a) To perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not consistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission;
- (c) To establish and approve all major educational and operational policies;
- (d) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (e) To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;
- (f) To annually adopt and maintain an operating budget and thereafter exercise continuing oversight over School operations;
- (g) To keep a complete and accurate record of all the minutes, acts and proceedings of the Board;
- (h) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition;
- (i) To ensure ongoing evaluation of the School and provide public accountability;
- (j) To uphold and enforce all laws related to charter school operations;
- (k) To improve and further develop the System;
- (l) To strive for a diverse student population, reflective of the community;

- (m) To ensure adequate funding for the operation of the School;
- (n) To carry out such other duties as required or described in the School's Charter.

Compensation

4.08. Directors receive no payment for their services. With board approval, directors may be reimbursed for out-of-pocket expenses incurred on approved board business. Directors must present receipts for all such expenses, which shall be for the Director only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board of Directors shall set a schedule of allowable charges for meals, lodging, mileage expended on board business. Reimbursements shall not exceed these limitations

Regular Directors' Meetings

4.09. Regular meetings of the Board of Directors will be held once a month from July through June. Additional regular meetings can be added as needed. Timely public notice shall be provided.

Special Board Meetings

4.10. A special meeting of the Board of Directors may be called by either:

- (1) The President.
- (2) Two Thirds (2/3) of the Board of Directors.

Executive Committee

4.11 The Executive Committee shall consist of the Officers of the Board of Directors. The Executive Committee shall be empowered to act for the School within the interval between meetings of the Board, but only upon those issues that are necessary for action between such meetings and with regard to those issues where a special meeting of the Board would be impractical. The Secretary or the Secretary's designee shall take minutes of such meeting, copies of which shall be provided to the full Board. Any action by the Executive Committee must come before the next regularly scheduled or special meeting of the Board for review and ratification by the Board.

Compliance with Sunshine Law

4.12 Notice of all meetings specified above shall occur in compliance with Florida's Sunshine Law:

1. The Notice should contain the time and place of the meeting and, if available, an agenda (or if no agenda is available, subject matter summations might be used);
2. The Notice should be prominently displayed in the main lobby of the School and readily available for public viewing;
3. Emergency sessions and Executive Committee meetings should afford the most appropriate and effective notice under the circumstances, and special meetings should have at least 24 hours reasonable notice to the public;
4. The use of press releases or phone calls to other media is recommended; and
5. Compliance with the Sunshine Law also requires that the meetings be open to the public and that minutes of the proceedings be taken and preserved.

Annual Meeting

4.13 An annual meeting of the Board for the election of officers and such other business as may come before the meeting shall be held each year in conjunction with the regularly scheduled June meeting. Board members initiating their terms of office shall be sworn in at the annual meeting. The meeting shall be held on the same date in June in which the Board conducts its annual strategic planning retreat. At the retreat, the newly elected Board will conduct the strategic thinking and planning for the future of the School. The strategy will include consideration of the School's mission (purpose), vision (ideal future state), goals (qualitative result in three to five years), strategies (broad plan of action), and objectives (quantifiable and specific steps that are annual in scope).

Attendance

4.14 Attendance at meetings of the Board of Directors is extremely important for the success of the school. While understanding that emergencies and career responsibilities may interfere with attendance, each Board member should evaluate his or her commitment to the responsibilities as a member of the Board. With this in mind, the Board may vote to replace a Board member who misses three consecutive meetings or is absent for more than 30% of the scheduled meetings during a calendar year. The procedure for replacing a Board member under this provision will follow the vacancy provision in these Bylaws.

Quorum of Directors

4.15. A majority of the whole Board of Directors will constitute a quorum for transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this corporation, or any provision of these Bylaws.

ARTICLE 5

OFFICERS

Designation of Officers

5.01. The Officers of this Corporation shall include President, Vice President, Secretary, Treasurer and such officers as the Board shall deem necessary to elect.

Selection of Officers

5.02. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each officer will remain in office until a successor to each officer has been selected and qualified. Such election will take place at the annual meeting of the Board of Directors. Each officer elected at said meeting shall begin the term of office on the date of the annual meeting.

Multiple Officeholders

5.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers of this Corporation will serve ex officio as Directors of this corporation.

President

5.04. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall preside at all meetings of the Board. The President shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The President perform all duties incident to such office and such other duties as may be

provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President

5.05. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

5.06. The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by the Florida Sunshine Law, or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Treasurer

5.07. The Treasurer shall be the Chief Financial Officer of the Corporation and shall have oversight of the Principal as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Principal keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to any Board of Directors. The Treasurer shall be the chair of the Financial Committee, which shall prepare an annual budget, in conjunction with the Principal, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Principal deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as shall be designated by the Board of Directors. The Treasurer shall provide oversight to the Principal in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the Corporation as may be ordered by the Board of Directors. The Treasurer shall render to the Board of Directors and the members of the school community, at the Annual Meeting, statements evidencing the current financial condition of the Corporation. The Treasurer shall ensure that the Principal establishes a system of adequate financial recording showing quarterly income, expenditures, and balance and shall, at the first meeting following the end of each quarter, submit to the Board of Directors a detailed written financial report in compliance with the Florida statutes and regulations relating to charter schools.

The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board of Directors to review the books of the Corporation and provide a report on them to the Board of Directors.

Removal of Officers

5.08. Any officer of the Board may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors at any regular or special meeting of the Board.

ARTICLE 6

COMMITTEES

6.01. The President may appoint ad hoc committees or standing committees as necessary for the effective governing of the School. Committees appointed by the President shall expire at the end of the term of the President making the appointment, but the committees may be renewed by the succeeding President. The chairperson of any and all committees must be a member of the Board of Directors. The President of the Board shall be a member ex-officio of all committees.

6.02. The chair of each committee shall present a plan to the Board for approval. No committee work shall be undertaken without the consent of the Board.

ARTICLE 7

OPERATIONS

Fiscal Year

7.01. The fiscal year of this corporation will begin July 1st of each year and end on June 30th of the following year.

Contracts

7.02. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Loans

7.03. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

Checks, Drafts, and Notes

7.04. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by the Chief Financial Officer/Treasurer or the Principal or by agents of the School as determined by the Board.

Execution of Documents

7.05. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this Corporation will be signed by the Treasurer and/or countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and countersigned by the Treasurer, and will have attached copies of the signed and approved minutes of the Board of Directors provided by the Secretary authorizing their execution.

Books and Records

7.06. This Corporation will keep correct and complete books and records of accounts, and will also keep minutes of the meetings of the Board of Directors and Directoral committees. The Corporation will keep at its registered office the original and a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

7.07. All financial books and public records of this Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations - Compensation

7.08. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its

Directors or Officers. However, the corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

Loans to Management

7.09. This corporation will make no loans to any of its Directors or Officers.

7.10. No Director or Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable.

Dissolution of Corporation

7.11. On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer or conveyance of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows:

All property and assets held within the leased premises shall be returned to the possession of the lessor and any assets or articles provided by the Sponsor for the benefit of the Charter School shall be returned to the appropriate authority.

ARTICLE 8

AMENDMENTS

Amendment or the Articles of Incorporation

8.01. The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation.

Modification of Bylaws

8.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

Purpose of Bylaws

8.03. These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the mission and purposes of the School. These Bylaws shall never be construed in any way to impair the efficient operation of the School.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and vote of ____ to ____ on _____, 2014, at _____, Florida.

DIRECTORS:

Approving:

Disapproving:

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____