

1 **BYLAWS**

2 **OF**

3 **SAINT AUGUSTINE MONTESSORI COMMUNITY, INC.**

4 **(A Florida non-profit corporation)**

5 **ARTICLE I.**

6 **NAME, OFFICES OF CORPORATION**

7 **Section 1.01. Name of Corporation.**

8 The name of the Corporation shall be as specified in its Articles of Incorporation, as
9 amended, to wit: (hereinafter sometimes referred to as the "Corporation").

10 **Section 1.02. Corporate Name.**

11 The Corporation may conduct business under the name SAINT AUGUSTINE
12 MONTESSORI COMMUNITY, INC.

13 **Section 1.03. Offices of Corporation.**

14 The Corporation shall have and continuously maintain in this State a registered office
15 and a registered agent whose office is identical with such registered office, and may
16 have other offices within or without the State of Florida as the Board of Trustees may
17 from time to time determine.

18 **ARTICLE II**

19 **PURPOSES OF THE CORPORATION**

20 **Section 2.01. Scope.**

21 The Corporation is organized exclusively for charitable and educational purposes in the
22 public interest within the meaning of § 501(c)(3) of the Internal Revenue Code. No part
23 of the net earnings of the corporation shall inure to the benefit of, or be distributable to
24 its trustees, Trustees, officers or other private persons, except that the corporation shall
25 be authorized and empowered to pay reasonable compensation for services rendered
26 and to make payments and distributions in furtherance of Section 501(c)(3) purposes.
27 No substantial part of the activities of the corporation shall be the carrying on of
28 propaganda, or otherwise attempting to influence legislation, and the corporation shall
29 not participate in, or intervene in (including the publishing or distribution of statements)
30 any political campaign on behalf of, or in opposition to, any candidate for public office.
31 Notwithstanding any other provision of these articles, the corporation shall not carry on

1 any other activities not permitted to be carried on (a) by a corporation exempt from
2 Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or
3 corresponding section of any future Federal tax code). Upon dissolution of this
4 corporation assets shall be distributed for one or more exempt purposes within the
5 meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of
6 any future Federal tax code) or shall be distributed to the Federal government, or to a
7 state or local government, for a public purpose.

8
9 Section 2.02. Purposes.

10 The Corporation is organized exclusively for charitable and educational purposes in the
11 public interest within the meaning of § 501(c)(3) of the Internal Revenue Code,
12 including, but not limited to, the operation of a Florida public charter school, known as
13 Saint Augustine Public Montessori School. It is the Corporation's intention to teach by
14 what is generally known as the Maria Montessori Method. The term "school" is
15 intended to include all of the activities, educational, social or otherwise, that may be
16 carried on or conducted by such a school. The Corporation may lease, rent, purchase or
17 construct facilities for carrying on such activities. The Corporation may apply for and
18 receive public funding and may seek and accept private donations to further its
19 educational and charitable purposes. Within the context of the Montessori educational
20 philosophy, the Corporation will strive for age, sex, ethnic, racial, and socioeconomic
21 diversity, and will seek to nurture the potential of every child to become intrinsically
22 motivated and to love learning now and for a lifetime.

23
24 Section 2.03. Non-Discrimination.

25 The Corporation shall be non-religious and not discriminate on the basis of race,
26 religion, national origin, gender, marital status, sexual orientation, educational
27 affiliation, handicap status or age in either the hiring and other employment practices of
28 the school or in its admission policies for students. Further, the school shall be open to
29 all students in its authorized geographic area on a space available basis and shall not
30 discriminate in its admission policies or practices. The Corporation shall conduct all of its
31 activities in accordance with all applicable local, state, and federal anti-discrimination
32 laws, as well as in accordance with all other laws and regulations applicable to the
33 operation of charter public schools in the State of Florida., and shall comply with all
34 applicable laws and regulations relating thereto.

35
36
37 ARTICLE III

38
39 MEMBERS OF THE CORPORATION

40
41 Section 3.01. Non-membership Corporation.

42 The Corporation shall have no members. The Trustees shall have all powers and duties
43 for the conduct of the activities of the Corporation.

1 ARTICLE IV

2
3 BOARD OF TRUSTEES

4
5 Section 4.01. General Powers

6 The affairs of the Corporation shall be managed by its Board of Trustees (hereinafter
7 sometimes referred to as the "Board", and each member shall be referred to as a
8 "trustee"), or as delegated by the Board of Trustees in accordance with these Bylaws.
9 The Board of Trustees shall have all powers and authority, as designated in the Charter,
10 for the management of the business, property, and affairs of the Corporation, to do
11 such lawful acts as it deems proper and appropriate to promote the objectives and
12 purposes of the Corporation. The Board of Trustees shall select a Director/Principal to
13 administer the affairs of the school, on such terms and conditions as the Board of
14 Trustees may from time to time determine. In addition, an affirmative vote of a
15 majority of the members of the Board of Trustees, duly recorded, showing how each
16 member voted, shall be required in order to take action on the following subjects:

- 17
18 • School Calendar;
19 • Appointment or Dismissal of Administrators;
20 • Adoption of the annual budget;
21 • Purchase , sale, or lease of land or facilities;
22 • Location on new buildings or change of the locations of old ones;
23 • Creation or increase in indebtedness;
24 • Adoption of courses of study;
25 • Designation of depositories for school funds;
26 • Entrance into contracts of any kind where the amount involved exceeds \$200.00;
27 • Determination of salaries or compensation of administrators, teachers, or other
28 employees of the School;
29 • School Charter Application;
30

31 Section 4.02. Qualifications

32 Each trustee shall be an individual of full voting age and endorse and fully support the
33 stated mission and vision of the Corporation.
34

35 Section 4.03. Number

36 The Board shall consist of not less than five or more than eleven trustees as may be
37 fixed from time to time by the Board.
38

39 Section 4.04. Administrative Representation on the Board of Trustees

40 The school's Director/Principal shall serve as an ex officio nonvoting Member of the
41 Board of Trustees.
42

43 Section 4.05 - Parent Member Representation on the Board of Trustees

1 There shall be between two (2) and four (4) parent Trustees elected to the Board of
2 Trustees with the exact number to be established from time to time by the Board of
3 Trustees. They shall be elected at each annual election, for three year staggered terms.

4
5 Section 4.06. Term

6 Trustees shall be elected for three year terms. Terms shall be staggered so that no more
7 than one third (1/3) of the Board shall be up for election in any year, unless a
8 vacancy(ies) needs to be filled. All trustees shall hold office for three (3) years from the
9 time of their election and thereafter until their respective successors are chosen and
10 qualified; provided, however, that the parent/guardian representatives may hold office
11 only so long as the parent or guardian has a child properly enrolled at the School.

12
13 Section 4.07. Trustees Emeritus

14 The Board may elect as Trustees Emeritus former trustees, who have provided many
15 years of distinguished service to the Corporation and who are unlikely to seek election
16 to the Board at a future date. Trustees Emeritus may attend and participate in meetings
17 of the Board but shall not vote or be counted toward a quorum.

18
19 Section 4.08. Election of Trustees

20 The trustees shall be elected for a three (3) year term by the presiding Board of
21 Trustees. Trustees shall be elected by a plurality of the votes cast. Trustees may be re-
22 elected to successive terms. The Corporation will use the following schedule for the
23 election of Trustees. All activities discussed in this schedule will take place at the
24 principal place of instruction, unless the Board of Trustees shall determine otherwise.

25
26 (a) Appointment of a Nominating Committee

27 A Nominating Committee shall be appointed by the President and be comprised of not
28 fewer than three (3) Trustees. Only Trustees may be members of the Nominating
29 Committee. The members of the Nominating Committee shall include the
30 Director/Principal, the President, and at least one parent Trustee. The
31 President of the Board may appoint additional Trustees to the Nominating
32 Committee.

33
34 (b) Responsibilities of the Nominating Committee

35 The Nominating Committee will be responsible for identifying and interviewing
36 candidates to fill Board vacancies and annually recommending a slate of qualified
37 candidates to the Board. The Nominating Committee shall also nominate officers for
38 election at the September meeting of the Board of Trustees.

39
40 (c) Due Date for Nominating Petitions

41 An individual who seeks to be nominated to be a Trustee by the Nominating Committee
42 shall file a biographical form in the school's main office by the Friday prior to the date
43 for "Board Interviews" scheduled on the school calendar. Forms shall be obtainable
44 from the school's main office and/or from the Secretary or his or her nominee, at any

1 reasonable time. The Nominating Committee will have the discretion to consider late
2 petitions.

3
4 (d) Interviews of Candidates for Trustees

5 All candidates for Trusteeship shall be interviewed by the Nominating Committee on the
6 dates for "Board Interviews" scheduled on the school calendar. Additional interview
7 dates may be scheduled as needed.

8
9 (e) Board Approval of Candidates

10 All candidates recommended by the Nominating Committee shall be submitted for
11 election to the Board of Trustees. In the event any of the proposed nominees are not
12 approved by the Board, the Nominating Committee shall have the option to recommend
13 replacement nominees or leave a position(s) vacant.

14
15 Section 4.09. Vacancies.

16 A vacancy on the Board of Trustees, including a vacancy caused by an increase in the
17 number of trustees, may be temporarily filled by a majority vote of the remaining
18 Trustees to elect a person(s) to fill the vacancy(ies) until the next annual meeting of
19 Trustees, at which time trustees so elected must be re-elected as specified in the Bylaws
20 or step down from the Board as soon as his or her successor is duly elected and
21 qualified.

22
23 Section 4.10. Compensation.

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

32
33 Section 4.11. Meeting Attendance.

34 Trustees are expected to attend all Board meetings. It shall be the duty of the Secretary
35 of the Board to communicate with any trustee after such trustee's two unexcused,
36 consecutive absences to ascertain the trustee's interest in retaining Board membership.
37 Failure to provide an adequate response may qualify as sufficient cause for removal
38 from the Board of Trustees.

39
40 Section 4.12. Resignation and Removal of Trustees.

41 (a) Removal.

42 Any trustee may be removed at any time for cause at any meeting of the
43 Board by a vote of the Board of the Corporation called for that purpose. A Trustee shall
44 be removed by a majority vote of the remaining trustees for failure to organize or for

neglect of duty. Trustees shall be expected to attend at least 9 board meetings per year (September-August), provided however, that no board member shall miss more than two consecutive meetings and remain on the board. A trustee who fails to attend at least 9 board meetings per year or misses more than two consecutive meetings (September-August) may be removed by majority vote of the remaining members of the Board of Trustees. In addition trustees shall be expected to attend committees on which they have agreed to serve. A trustee who fails to attend such committees may be removed by majority vote of the remaining members of the Board of Trustees.

(b) Resignation.

Any trustee may resign at any time.

ARTICLE V

MEETINGS OF THE BOARD

Section 5.01. Annual Meeting. An annual meeting of the Board of Trustees for the election of Trustees and Officers and such other business as may come before the meeting shall be held in September of each year. Written notice shall be given not less than ten (10) days in advance of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. The notice shall comply with the Florida Open Public Meetings Act found in Chapter 286 of the Florida Statutes.

Section 5.02. Regular Meetings. The Board shall meet monthly. Meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law or by the Bylaws.

Section 5.03. Special Meetings. Special meetings of the Board shall be called at any time by the Secretary, upon either the written request of the President or majority of the Board.

Section 5.04. Place and Time of Meetings. All meetings of the Board shall be held at such places within or without the State of Florida and at such times as shall be specified in the respective notices of such meetings or waivers thereof.

Section 5.05. Notice of Meetings. Written notice shall be given not less than ten (10) days in advance of the time, place, and purposes of the meeting. No notice of the time, place or purpose of any meeting need be given to any Trustee who attends such meeting or to any Trustee who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. Notice of meetings of the Board shall also be posted in the school and given to the

1 public. Public notice shall, however, not be required in the case of emergency meetings
2 or a conference.

3
4 Section 5.06. Open Meetings. All official actions and all deliberations by a quorum of the
5 Board or any committee of the Board shall take place at a meeting open to the public
6 except in cases where executive sessions are authorized. Generally speaking, the Board
7 may conduct in executive session meetings or portions of meetings devoted solely to
8 matters involving (a) discussions of employment, appointment, termination of
9 employment, terms and conditions of employment, evaluation of performance,
10 promotion or discipline of any specific prospective or current or former employee; (b)
11 discussions of employment labor relations or arbitration; (c) discussions of the purchase
12 or lease of real property; (d) consultation with the Corporation's attorney or other
13 professional advisors regarding litigation or potential litigation; (e) discussions of
14 confidential information regarding current, prospective or former students (f) discussion
15 of the Corporation's business which if conducted would violate a lawful privilege or lead
16 to the disclosure of information or confidentiality protected by law.

17
18 Section 5.07. Quorum. At all meetings of the Board the presence of one-half of the
19 trustees shall be necessary and sufficient to constitute a quorum and except as
20 otherwise provided by law or by the Bylaws, the act of a majority of the Trustees
21 present shall be the act of the Board. In the absence of a quorum, no business shall be
22 transacted except to take measures to obtain a quorum, fix a time to adjourn, adjourn,
23 or to take a recess.

24
25 Section 5.08. Minutes of Meetings

26 Minutes of the meeting will be kept by the Board Secretary. If the Secretary is not
27 present, the Board Member conducting the meeting will designate a Board Member to
28 keep minutes for that meeting.

29
30 Section 5.09. Motions

31 The Board of Trustees shall only consider motions presented by a member of the Board.
32 The Board of Trustees may vote on motions presented at any meeting where a quorum
33 is present. Unless otherwise provided herein, motions shall be adopted when a majority
34 of the quorum present at a meeting votes in favor of the motion.

35
36 Section 5.10 - Management of Meetings

37 All Board meetings, including regular, closed and/or special meetings, will be conducted
38 by the President of the Board. If the President is not present, the Vice-President will
39 conduct the meeting. If neither the President nor Vice-President is present, the
40 attending Trustees will select, by a majority vote, a Trustee who is present to conduct
41 the meeting. The most recent edition of Robert's Rules of Order shall, to the extent
42 consistent with these Bylaws, govern the proceedings of these meetings.

1 Section 5.11 - No Proxies

2 Any vote by a Trustee must be made in person and not by proxy.

4 Section 5.12 - Manner of Acting

5 The act of a majority of the Trustees present at a meeting at which a quorum is present
6 shall be the act of the Board of Trustees, except where otherwise provided by law, by
7 corporate charter, by articles of incorporation, or by these Bylaws.

9 Section 5.13 - Consent In Lieu of Meeting of Trustees

10 Any action required to be taken, or which may be taken, at a meeting of the Board of
11 Trustees may be taken without a meeting if a consent in writing setting forth the action
12 so taken is given by three-fourths (3/4) of the Trustees entitled to vote with respect to
13 the subject matter thereof. The action taken shall be effective when three-fourths (3/4)
14 of the Trustees have approved the consent unless the consent specifies a different
15 effective date. Any consent given by three-fourths (3/4) of the Trustees shall have the
16 same effect as an affirmative vote and may be stated as such in any document filed with
17 the Secretary of State or elsewhere. The consent shall be immediately filed in the
18 corporate minute book. A consent must be signed to be valid. Actual, facsimile, or
19 electronic signature (e.g., /s/) shall be permitted.

21 Section 5.14 - Availability of Minutes

22 Copies of the minutes, including those from closed sessions, shall be kept with the
23 official Corporate documents. All minutes, except those from closed sessions, of the
24 Board of Trustees meetings shall be made available upon request in the school office.

27 ARTICLE VI

29 OFFICERS

31 Section 6.01. Officers

32 The officers of the Corporation shall be President, Vice-President, Treasurer, and
33 Secretary. The Board of Trustees may elect or appoint such other officers as it shall
34 deem desirable, which officers shall have authority to perform the duties prescribed,
35 from time to time, by the Board of Trustees.

37 Section 6.02. Election of Officers

38 The officers shall be elected annually at the first meeting of the Board in September, if
39 possible, or, if not possible, then as soon thereafter as possible. They shall be elected by
40 a plurality of the votes cast and may succeed themselves in office. Each person elected
41 an officer shall continue in office for one year after his election or until his successor
42 shall have been duly elected and qualified or until his earlier death, resignation or
43 removal in accordance with the Bylaws. Every elected officer must be a Trustee.

1 Section 6.03. Removal

2 Any officer or agent elected or appointed by the Board of Trustees may be removed by
3 the Board of Trustees whenever the Board of Trustees determines that such removal
4 will serve the best interests of the Corporation.

6 Section 6.04. Officer Vacancies

7 Vacancies of officers caused by death, resignation, removal or increase in the number of
8 officers may be filled by a majority vote of the quorum present at a special meeting
9 called for that purpose or at any regular meeting. Only current Trustees are eligible to
10 fill a vacancy. In the event of a vacancy in the office of President, unless or until an
11 acting President is appointed, the Vice President shall assume the duties of the
12 President.

14 Section 6.05. President

15 The President shall be the chief executive officer of the Corporation, responsible,
16 along with his/her fellow Trustees, for the oversight of its business and affairs.
17 He/she shall preside at all meetings of the Board and shall serve as chairperson of the
18 Board of Trustees.. The President shall have full and equal vote as accorded to all
19 trustees. The President may enter into and execute in the name of the Corporation
20 contracts or other instruments that are authorized by the Board of Trustees. The
21 President may delegate, as needed, to any other officer any or all of the duties of the
22 office of President. He/she shall have such other powers and duties as may be
23 prescribed by the Board of Trustees or by these By-laws. Except as otherwise provided
24 herein, the President shall be an ex-officio member without vote of all committees of
25 the Corporation or any of its constituent bodies.

27 Section 6.06. Vice President

28 The Vice President shall have such duties and responsibilities as may be delegated to
29 him/her by the President. The Vice President shall have full and equal vote as accorded
30 to all trustees. In the absence of the President, the Vice President shall perform all the
31 duties of the President and, when so acting, shall have all the responsibilities of and be
32 subject to all the restrictions as fall upon the President, including presiding at meetings
33 of the Board of Trustees. He/she shall have such other powers and duties as may be
34 prescribed by the Board of Trustees or by these By-laws.

36 Section 6.07. Treasurer

37 The Treasurer shall be the chief financial officer of the Corporation and shall have
38 oversight of the Accountant or Business Administrator that takes responsibility of the
39 financial records, investments, and other evidences of school properties and assets. The
40 Treasurer shall ensure that the Accountant/Business Administrator keeps regular books
41 of account for the Corporation that set out business transactions of the Corporation and
42 ensure that such books to be at all times open to inspection at their place of keeping to
43 any Board of Trustee member. The Treasurer shall be a member of the the Finance and
44 Development Committee. The Treasurer shall have charge and custody of, and shall be

1 responsible for, all funds and securities of the Corporation; shall cause to be received
2 and cause the receipts to be given for moneys due and payable to the Corporation from
3 any source whatsoever, including local, state and federal funds, and privately donated
4 funds. The treasurer shall also make payments out of the same in proper orders
5 approved by the Board of Trustees, signed by the president or vice-president of the
6 board. The treasurer may pay out such funds on orders that have been properly signed
7 without prior approval of the Board for the payment of amounts owing under any
8 contracts that have been previously approved by the board, and by which prompt
9 payment the School will receive a discount or other advantage. The Treasurer shall
10 cause an audit of the books and accounts to be conducted annually by independent
11 auditors; shall cause the proper tax returns and annual reports to be timely filed with
12 the proper authorities; and shall generally cause to be performed all the duties incident
13 to the office of Treasurer, together with such other duties as from time to time may be
14 assigned to him or her by the President or by the Board of Trustees. In the absence of
15 action by the Board of Trustees to the contrary, the Treasurer shall cause to be invested
16 any funds not required for current operation in appropriate investments. In the event
17 the Board of Trustees designates specific investments or rules with respect to same, the
18 Treasurer shall abide by such designations. The Treasurer shall render to the Board of
19 Trustees and the members of the school community, at the Annual Meeting, statements
20 evidencing the current financial condition of the Corporation.

21 22 Section 6.08. Secretary

23 The Secretary of the Board of Trustees shall keep or cause to be kept the minutes of all
24 meetings of the Board, including the time and place, the names of those present, the
25 actions taken, and the votes on such actions. The Secretary shall present the minutes of
26 the previous meeting at the subsequent meeting to be voted on by the Board and duly
27 noted in the minutes of the instant meeting. The Secretary shall see that all notices are
28 duly given in accordance with the provisions of these Bylaws or as required by law.
29 He/She shall see that the corporate records of the Corporation are kept. He/She shall
30 see that a register is kept of the post office address of each Trustee which shall be
31 furnished to the Secretary by such Trustee; shall see that Schedule A to these Bylaws
32 (the list of Committees) is kept current and is updated, posted, and circulated as
33 appropriate; and shall generally perform or direct the performance of all duties incident
34 to the office of Secretary and such other duties as from time to time may be assigned to
35 the Secretary by the President or by the Board of Trustees.

36 37 38 ARTICLE VII

39 40 COMMITTEES

41 42 Section 7.01. Establishment of Committees

43 There shall be such committees as the Board of Trustees or the President shall establish.
44 The committees shall be identified in Schedule A to these Bylaws. Schedule A shall be

1 updated at least annually. The Board Secretary shall maintain the list of committees.
2 Changes to Schedule A shall be exempt from the Amendment procedure set forth in
3 these Bylaws. Schedule A will specify the committees that typically hold meetings in
4 closed session. The President shall recommend to the Board a list of proposed
5 committees to be included in Schedule A at the September Board meeting. The Board
6 must approve the creation or continuation of each committee by a majority vote of a
7 quorum of the Trustees. The President will advise the Board of committees formed after
8 the September Board meeting at the next regular Board meeting following the creation
9 of such committees. Unless otherwise expressly specified in these Bylaws, a committee
10 shall include at least one Trustees. Committees serve at the pleasure of the Board of
11 Trustees. The President shall designate who is to serve as chairperson of each
12 committee, and shall advise the Board of Trustees of each such designation. The Board
13 of Trustees, by a majority vote of quorum of Trustees, may override such designations.
14

15 **Section 7.02. Standing Committees.**

16 Each standing committee shall have a charge specific to its permitted activities. The
17 function of any committee so established shall be fact-finding, deliberative, and advisory
18 to the Board of Trustees. Committees shall not have authority to take legislative or
19 administrative actions, nor to adopt policies for the school. The president shall be an ex-
20 officio member of each committee. The Director/Principal of the School shall be an ex-
21 officio member of each committee, except where his/her evaluation, tenure, or salary
22 are to be deliberated. Standing committees shall be defined in Schedule A.
23

24 **Section 7.03. Ad Hoc Committees.**

25 Each ad hoc committee shall have a charge specific to its permitted activities and that
26 charge shall include the date on which the committee is to present its final report to the
27 Board of Trustees and be dissolved. Members of ad hoc committees shall be drawn from
28 those parents and staff of the school community who indicate interest in serving on the
29 ad hoc committee and from such others as may be deemed appropriate by the Board of
30 Trustees. Trustees shall not be eligible to serve on ad hoc committees, since they have
31 authority and responsibility to review the committee's recommendations and adopt
32 them or not.
33

34 **Section 7.04. Committee Procedures**

35 Subject to these Bylaws or action by the Board of Trustees, the committee shall
36 determine the time and place of meetings, the notice required therefore, and the
37 committee's rules of procedure.
38

39 **Section 7.05. Reporting Obligations**

40 Committee chairpersons shall report to the Board of Trustees, as necessary, concerning
41 the activities of their committees at the Board's monthly meetings. Committee
42 chairpersons shall provide a written report to be presented at the November and April
43 meetings, except as otherwise determined by the Board President.
44

1 Section 7.06. Committee Powers

2 A committee shall have such power and authority as the Board of Trustees may
3 designate. In the absence of any delegation of authority, a committee may make
4 recommendations to the Board of Trustees for implementation.

6 Section 7.07. Closed Committee Meetings

7 Any committee meeting dealing with personnel issues, conflict of interest, grievance
8 issues, financial issues, personal information of a staff member, or other matters where
9 it is important to maintain the confidentiality of the matter being discussed may be
10 closed to all but members of the Committee by majority vote of the committee quorum
11 present.

13 Section 7.08. Committee Members

14 Committees may expand their membership without Board approval. A committee may
15 appoint additional members, as it deems appropriate for its purposes. Although not
16 subject to Board approval, the chair of any committee shall inform the President of the
17 identity of additional members as soon as practicable after appointment and such
18 members shall be added to the official roster for such committee.

20 Section 7.09. Removal from Committees

21 Any member of a committee may be removed by the person or persons authorized to
22 appoint such member whenever in their judgment the best interests of the Corporation
23 shall be served by such removal.

25 Section 7.10 - Committee Terms of Office

26 Each member of a committee shall serve from the date of initial appointment until the
27 next Board meeting at which the membership roster of such committee is presented by
28 the President to the Board for approval or until his or her successor is designated, unless
29 the committee shall be sooner terminated.

32 ARTICLE VIII

34 CONTRACTS, FISCAL YEAR, CHECKS, DEPOSITS, FUNDS

36 Section 8.01. Contracts

37 The Board of Trustees may authorize any officers or agents of the Corporation, in
38 addition to the officers so authorized by these Bylaws, to enter into any contract or
39 execute and deliver any instrument in the name of, and/or on behalf of, the
40 Corporation, and such authority may be general or confined to a specific instance. All
41 counterparties to a material contract or instrument (as defined in the Corporation's
42 conflict of interest policy) shall be given a written copy of such conflict of interest policy
43 and shall return a signed acknowledgment of such receipt to the school's Finance
44 Director.

1
2 Section 8.02. Fiscal Year and Audit.

3 The fiscal year of the Corporation shall be July 1st to June 30th. The Treasurer of the
4 Corporation or their designee shall be required periodically and no less than once a year
5 to employ a certified public accountant to audit the accounts of the Corporation.
6

7 Section 8.03. Checks, Drafts and Monetary Instruments

8 All checks, drafts or other orders for the payment of money, notes or other evidences of
9 indebtedness issued in the name of the Corporation shall be signed by such officer (s) or
10 agent (s) of the Corporation, and in such manner, as shall from time to time be
11 determined by resolution of the Board of Trustees. In the absence of such
12 determination by the Board of Trustees, such instruments shall be signed by the
13 President or the Treasurer of the Corporation, or the Vice-President, if the President is
14 unavailable.
15

16 Section 8.04. Deposits

17 All funds of the Corporation shall be deposited from time to time to the credit of the
18 Corporation in such banks, trust companies or other depositories as the Board of
19 Trustees or agents of the Corporation designated by the Board of Trustees may select.
20 The treasurer shall make a monthly report to the Board of Trustees detailing the
21 amount of funds received and disbursed by him or her during that past month.
22

23 Section 8.05. Gifts

24 The Board of Trustees may accept on behalf of the Corporation any contribution, gift,
25 bequest or devise for the general purposes, or for any special purpose, of the
26 Corporation.
27

28 Section 8.06. Investments

29 The Board of Trustees shall invest its funds consistent with sound business practices.
30
31

32 ARTICLE IX

33
34 CONFLICTS OF INTEREST POLICY

35
36 The Corporation shall have and the Board shall approve a conflicts of interest policy, and
37 such procedures as the Board shall determine are appropriate for maintaining and
38 enforcing such policy for the benefit and protection of the Corporation.
39
40

41 ARTICLE X.

42
43 AMENDMENTS
44

1 Section 10.1. Articles of Incorporation.

2 The Articles of Incorporation of the Corporation may be amended by a two-thirds
3 majority of the Trustees at any duly convened meeting. Notice of such a vote shall be
4 provided in writing not less than ten (10) days prior to the meeting and shall include a
5 copy of the proposed amendment or a summary of the changes.

6
7 Section 10.2. Bylaws.

8 The Bylaws may be amended by a two-thirds majority of the Trustees at any duly
9 convened meeting, or to the extent not prohibited by law, by vote of the majority of all
10 trustees in office at a duly convened meeting of Board, after notice of such purpose has
11 been given, including a copy of the proposed amendment or a summary of the changes
12 to be effected thereby.

13
14
15 ARTICLE XI.

16
17 MISCELLANEOUS PROVISIONS

18
19 Section 11.01. Use of Internet or Phone Conference.

20 One or more persons may participate in a meeting of the Board, or of any Committee
21 body by means of conference telephone or internet conference or similar
22 communications equipment by means of which all persons participating in the meeting
23 can hear each other. Participation in a meeting pursuant to this section shall constitute
24 presence in person at such meeting.

25
26 Section 11.02. Headings.

27 In interpreting these Bylaws, the headings of articles shall not be controlling.

28
29
30 ARTICLE XII.

31
32 INDEMNIFICATION

33
34 Section 12.01. General.

35 The Corporation shall indemnify each officer, trustee, employee and representative
36 ("Indemnity") from the expenses and risks as set forth in Sections 2 and 3 below if such
37 Indemnity has acted in good faith or in a manner which he or she reasonably believed to
38 be in or not opposed to the best interests of the Corporation and with respect to
39 criminal action or proceeding had no reasonable cause to believe his or her conduct was
40 unlawful.

41
42 Section 12.02. Expenses.

43 Indemnities shall be indemnified against all expenses (including attorney's fees),
44 judgments, fines and amounts paid in settlement actually and reasonably incurred by

1 the Indemnity in connection with any threatened, pending or completed action, suit or
2 proceeding whether civil, criminal, administrative or investigative (other than an action
3 by or in the right of the Corporation) by reason of the fact that the Indemnity is or was a
4 representative, officer or Trustee of the Corporation, or is or was serving at the request
5 of the Corporation as a representative of another corporation, partnership, joint
6 venture, trust or other enterprise.

10 ARTICLE XIII.

12 LIMITATION OF PERSONAL LIABILITY

14 Section 13.01. Personal Liability.

15 A trustee of the Corporation shall not be personally liable for monetary damages for any
16 action taken or any failure to take any action, unless (a) such Trustee has breached or
17 failed to perform his duties as a Trustee, including his duties as a member of any
18 committee of the Board upon which he may serve, pursuant to the standard of care set
19 forth in Section 2 of this Article XIII, and (b) such breach or failure to perform constitutes
20 self-dealing, willful misconduct, or recklessness.

22 Section 13.02. Standard of Care.

23 Each Trustee of the Corporation shall stand in a fiduciary relation to the Corporation and
24 shall perform his duties as a Trustee, including his or her duties as a member of any
25 committee of the Board upon which he or she may serve, in good faith, in a manner he
26 or she reasonably believes to be in the best interests of the Corporation, and with such
27 care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence
28 would use under similar circumstances. In performing his or her duties, a Trustee shall
29 be entitled to rely in good faith on information, opinions, reports or statements,
30 including financial statements and other financial data, in each case prepared or
31 presented by any of the following:

32 (1) One or more officers or employees of the Corporation whom the trustees
33 reasonably believe to be reliable and competent in the matters presented.

34 (2) Counsel, public accountants or other persons as to matters that the Trustee
35 reasonably believes to be within the professional or expert competence of such
36 person.

37 (3) A committee of the Board, upon which he does not serve, duly designated in
38 accordance with the law, as to matters within its designated authority, which
39 committee the Trustee reasonably believes to merit confidence. A Trustee shall
40 not be considered to be acting in good faith if he or she has knowledge
41 concerning the matter in question that would cause his reliance to be
42 unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing,
43 actions taken as a Trustee or any failure to take any action shall be presumed to
44 be in the best interests of the Corporation.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected Secretary of Saint Augustine Montessori Community, a Florida non-profit Corporation;

2. That the foregoing Bylaws comprising seventeen (17) pages constitute the Bylaws of said Corporation as duly amended and adopted by the Board of Directors thereof on _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____.

Secretary

President