

**BYLAWS OF  
MARCO ISLAND CHARTER MIDDLE SCHOOL**

**ARTICLE I**

**NAME**

The name of the Corporation shall be: MARCO ISLAND CHARTER MIDDLE SCHOOL, INC. and it is sometimes referred in these Bylaws as the Corporation.

**ARTICLE II**

**PURPOSES**

The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended.

**ARTICLE III**

**BASIC POLICIES**

The following are basic policies of the Corporation:

**Section 1.** The Corporation shall be non-commercial, non-sectarian and non-partisan.

**Section 2.** The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

**Section 3.** The Corporation may cooperate with other organizations and agencies involved with matters of concern to members of the Corporation, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without authorization of the Executive Board.

**ARTICLE IV**

**MEMBERSHIP**

**Section 1.** Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Articles and the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed or national origin.

**Section 2.** Persons may be admitted to membership at any time.

**Section 3.** Only members in good standing of the Corporation shall be eligible to participate in its business meetings.

## **ARTICLE V**

### **EXECUTIVE BOARD**

**Section 1. Number:** The Executive Board (the “Board”) shall consist of eight (8) members (including the Board President who is a non-voting member except in case of a tie or lack of a quorum) selected at the annual meeting. The members of the Board shall serve a three (3) year term, or until the qualification, appointment, and installation of their successors. In addition to the above eight members, the principal/CEO is an ex-officio, non-voting member.

**Section 2. Constitution of the Board:** The Corporation shall have a majority representation of community members who are not parents of students.

**Section 3. Minutes:** The Board requires minutes and records to be taken to clearly set forth all actions and proceedings. Minutes are to be reviewed, corrected, if necessary, and approved at the next regular meeting. Any other special meetings of the Board shall have written minutes. All minutes are to be kept as a public record at a designated public location.

The minutes shall show the vote of each Board member present on all action items. It shall be the duty of each member to see that his/her vote is properly recorded. Unless otherwise shown by the minutes, it shall be presumed that the vote of each Board member present supported any action taken by the Board. It shall be presumed that any policies, appointments, programs, expenditures not recorded but made and actually in effect were made and put into effect at the direction of the school board unless it can be shown that they were done without actual or constructive knowledge of the members of the Board.

**Section 4. General Powers:** The Board shall conduct and direct the affairs of the Corporation and exercise its powers, subject to Florida Statutes, the Articles of Incorporation and these Bylaws. All the business and property of the Corporation shall be managed and controlled by the Board. Without limiting the generality of the powers of the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

a. To appoint advisory committees. The Board may delegate to one or more committees, consisting of Board members, officers of the Corporation or others designated by the Board, such limited duties as it may deem necessary or appropriate to accomplish the goals of the Corporation. The Board may appoint the following standing committees: Finance; Governance; Fundraising; and Personnel. The Board may appoint additional standing committees or, as it may deem necessary, ad hoc committees, to promote the purposes and carry on the work of the Corporation. Ad hoc committees may be appointed by the Board at anytime to accomplish specific goals of the Corporation and generally are appointed for a period of time not to exceed one year.

Each committee shall elect its own chairperson, unless the chairperson has been appointed by the President or the Board. Such committees may hold meetings at any reasonable time. These meetings shall be posted to the public within a reasonable time frame, usually 48 hours. Each committee shall keep minutes of their proceedings and submit same to the president for inclusion in the Board informational packets. No committee work shall be undertaken without the consent of the Executive Board.

b. To oversee the affairs and activities of the Corporation, and to set operating policies and procedures in a fiscally responsible manner. The Board will adopt the school program and electives.

The Board will adopt and provide for the execution of plans for the establishment, organization and operation of the school, including but not limited to the following:

- Adopt enrollment plans
- Adopt a school calendar for opening and closing of the school with the designation of holidays and vacation periods.
- Adopt a use of the buildings plan for outside use of school facilities.

c. The Board shall be responsible for supervising, hiring, and firing the principal/CEO. Additionally, the Board will vote to approve the hiring of staff, based on the recommendations of the Administration. The principal/CEO shall have the authority to suspend or terminate any employee for just cause. Any employee who is suspended or terminated by action of the principal/CEO will be allowed to appeal such an action to the Board in writing, within thirty days of being notified of the suspension or termination. In addition to the employee's personnel file, in rendering a finding in the case of such an appeal the Board may consider the following: the recommendation and report of the principal/CEO; information submitted by the employee; and any other pertinent data. The Board may direct such an appeal to the personnel committee, if one exists, for preliminary review and recommendation.

**Section 5. GOVERNANCE:** The Board may appoint a standing committee on governance. The Governance committee shall be responsible for conducting a review of the by-laws when requested to do so by the Board and recommending any changes to the Board. The committee shall be responsible for reviewing and recommending revisions to policies and procedures as may be directed by the Board or determined to be necessary by the committee. The committee may, when requested to do so by the Board, conduct surveys, studies, assessments and the like on various matters related to governance of the Corporation, including but not limited to: Board effectiveness and training; new Board member and standing or ad hoc committee member orientation, and public participation.

**Section 6. ELIGIBILITY, NOMINATIONS AND APPOINTMENTS:** Prior to the Annual Meeting, the governance committee will consider, for appointment to the Board, any community member who is determined to be eligible and who will serve the interests of the Corporation faithfully and effectively. An outgoing Board member is not precluded from being reappointed to successive or consecutive terms, subject to the limitations provided for in Section 8 of these Bylaws. Due to the possibility of an actual or perceived conflict of interest, a person who is immediately (spouse, child, parent or sibling) related to a paid employee of the school shall be considered ineligible for appointment to the Board. Additionally, any former employee of the Corporation who was dismissed for cause or who was asked to submit a resignation shall not be eligible for appointment, due to the possibility of an actual or perceived conflict of interest. In contrast, after a one-year waiting period, a former employee of the Corporation who left employment in good standing and meets all other eligibility requirements, shall be considered eligible for appointment to the Board. The appointment process must be cognizant of Article V, Section II of these Bylaws.

The process by which the School Board appoints an individual to the School Board will be as follows:

- The School Board will appoint a Nominating Committee and that committee will present a recommended list of names of potential candidates to the School Board, one name per open seat plus two additional names, after the committee has
  1. Sought potential candidates
  2. Reviewed each potential candidate's completed application that was submitted before the application deadline

3. Vetted each potential candidate's background, including the results of a background check and fingerprinting
  4. Discussed the potential contribution that each applicant can make to the betterment of the school
- After receiving the list of recommended names, the School Board will discuss each candidate whose name was recommended and then, by virtue of a unanimous decision, appoint the candidate(s) who was approved by the Board.
  - If the Board does not unanimously approve a candidate, the two alternate recommendations of the Nominating Committee will be considered, in the order by which they were recommended by the Nominating Committee.

Removal from Office: Any Director may be removed from office at any time (with or without cause) by a vote of 2/3rds of the total number of incumbent Directors (not counting vacancies) at the meeting of the Board properly called. Directors may be removed by a vote of the Board of Directors at a properly called meeting when the director in question has missed two consecutive meetings of the Board of Directors, if the President of the School Board did not excuse the member from attending.

**Section 7. RESIGNATIONS:** Any Board Member may resign at any time by delivering to the President or Secretary written notice of such resignation. The resignation shall become effective upon delivery of the written notice, unless otherwise designated therein.

**Section 8. CONSECUTIVE TERMS:** No Board member shall serve more than three (3) consecutive terms. A Board member who has served three (3) consecutive terms shall be eligible for re-appointment after a one-year hiatus.

**Section 9. VACANCIES:** Any Board vacancy occurring during the year may be filled for the remainder of the term by a majority vote of the Board. Any person so appointed by the Board shall hold office until the expiration of the term.

**Section 10. QUORUM:** A quorum is established when a simple majority (one more than half) is physically present or able to participate by telephone as provided for in Section 10 of these Bylaws. Without a quorum no voting may take place, however, items may be discussed.

**Section 11. ATTENDANCE BY TELEPHONE:** On occasion, a Board member may not be able to be physically present at a Board meeting but may be able to participate via telephone conference or similar communications equipment. Any member of the Board shall be deemed present and voting at a meeting of the Board if said member participates in the meeting by means of such equipment, which enables all participating in the meeting to hear one another. However, the absentee Board member is expected to be present at the next meeting. Any exception to this rule is at the discretion of the Board President.

**Section 12. REGULAR AND SPECIAL MEETINGS:** Regular meetings of the Board shall be held on at least a bi-monthly basis (at least once every two months). In order to facilitate public participation, regular meetings shall be held in the evening, although at the discretion of the Board President, meetings may be convened at other times. A simple majority of the Board shall constitute a quorum. Special meetings of the Board may be called by the President or by a majority of the members of the Board. A public posting of all meetings by way of a notice by the entrance of the school office and a posting on the calendar on the school's website will be made within a reasonable time period. Should it become

necessary to cancel a scheduled meeting, adequate notice shall be given to the public and Board members. For the purposes of this Section, adequate notice means the posting of a cancellation notice a minimum of 48-hour prior to the schedule starting time of the canceled meeting. In addition, the Board Secretary shall notify all Board Members of a cancellation by phone, fax, or other electronic means.

**Section 13. ANNUAL MEETING:** The Board shall hold an annual meeting each year in November or December. The newly elected “class” of Board members shall be installed at the annual meeting, excluding those that may have been directly appointed by the Board to fill a vacancy. Immediately after the installation of a class of Board Members, the entire Board shall meet for the purposes of organization, election of officers and transaction of other business. If a quorum of the Board is present, no prior notice of such meeting must be given.

**Section 14. BOARD ANNUAL REPORT:** The Board shall present an audit at a meeting before September 1<sup>st</sup> of each year, verified by the President and Treasurer or a majority of the Board, showing appropriate detail of the following: (1) assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the annual meeting; (2) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (3) the revenue or receipts of the Corporation; (4) the expenses or disbursement of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report; and (5) verification of all adequate liability insurance coverage. The audit of the Board shall be filed with the records of the Corporation.

## **ARTICLE VI**

### **OFFICERS**

**Section 1. OFFICERS:** The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Officers shall be elected from among its members and installed at the annual meeting. If there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee. Officers shall assume their official duties at the conclusion of the meeting of their installation and shall serve a term of one year or until the qualification, election by the Board members, and installation of their successors.

**Section 2. VACANCIES:** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board may elect another Board member to fill such a vacancy, and the officer so elected shall hold the office and serve until the qualification and appointment of a successor.

**Section 3. PRESIDENT:** The President shall:

- a. Preside at all meetings of the Board, or if he/she cannot preside shall designate the Vice President to preside in his/her place.
- b. Call regular and special meetings of the Board.
- c. Sign and make all contracts and agreements in the name of the Corporation as approved by the Board or designate the principal/CEO to do so.
- d. Ensure that the books, reports, statements and certificates required by statute are properly kept, made and filed according to law.
- e. Sign all certificates representing shares, notes, drafts, bills, warrants or other orders of payment duly drawn on behalf of the Corporation or designate the principal/CEO to do so.

f. Have general charge and control over the affairs of the Corporation and perform all the duties incident to the President's position and office, including the purchase by the Corporation of any tangible or intangible assets (excluding real property), the enforcement of these Bylaws and all other matters required to do by law.

g. Only be a voting member in the event of a tie or due to the lack of a quorum.

**Section 4. VICE PRESIDENT:** At the request of the President, or in the event of any extended absence or disability of the President, the Vice-President shall perform the duties and possess the powers of the President. To the extent authorized by law, the Vice-President shall have such other powers as the Board may determine and shall perform such other duties as may be assigned by the Board.

**Section 5. SECRETARY:** The Secretary shall attend and keep minutes of all meetings of the Board and shall require minutes from any committees authorized by the Board. The Secretary may appoint a recording secretary to assist with these duties.

**Section 6. TREASURER:**

a. The Treasurer and his or her delegates shall meet with administrators to prepare a proposed budget for board presentation and approval.

b. The Treasurer may act as trustee under any trust incidental to the corporation's purpose, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.

c. The Treasurer may indemnify and maintain insurance on behalf of any of its Board members, officers, employees or agents for one liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the Florida Statutes and the limitations of these Bylaws.

d. The Treasury will maintain an operating budget with monthly written updates to the Board.

**Section 7. SALARIES:** No Officer shall receive a salary for serving as an Officer of this Corporation.

## ARTICLE VII

The Board shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a super-majority of the Board (two-thirds of the members), provided that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise prohibited by laws. Should the Board elect to amend the bylaws, notification including a brief description of proposed changes will be made available to the public and the meeting date posted with reasonable notice to the public.

**ARTICLE VIII**  
**PARLIAMENTARY AUTHORITY**

The President (or President's designee) shall determine the conduct of the Corporation's business at the President's discretion. In the event that any two Board Members challenge in writing the procedures employed by the President (or the President's designee), the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the operation of the Corporation's meeting and all voting at which the President's procedures are challenged as described above.