

REVISED
BY LAWS OF

SARASOTA MILITARY ACADEMY, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

ARTICLE ONE
Name

The name of this Corporation is Sarasota Military Academy, Inc.

ARTICLE TWO
Corporate Purpose

Section A.
Educational Objects

1. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501©(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 228, 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 Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501©(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(s)

Upon issuance of a Charter by the Sarasota County School District, the Corporation shall operate a Charter School(s) in Sarasota County pursuant to Chapter 228.056, Florida Statutes. The Schools, to be known as "Sarasota Military Academy, a Charter School", and "Sarasota Military Academy Preparatory School" shall provide a learning experience in a military like structured environment that will present academic, social and personal skills to children who need to become life-long learners and productive members of society; and provide additional academic choices. 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 THREE

Board of Directors

Section A

Board Composition

The Board of Directors (the "Board") shall consist of not less than 7 or more than 11 directors, with a majority present constituting a quorum. The Board of Directors may, at its discretion, appoint life-time Emeritus Directors who shall enjoy the rights and privileges of the Board except that they shall not have a vote.

Section B
Election of Directors

Directors shall be elected by the Board at the Annual Meeting. The Directors shall be selected to provide a wide range of experience and disciplines within the Board. 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 from the Nominating Committee of its recommendations.

Section C
Director's Term of Office

The Board shall be comprised of seven to eleven Directors serving three-year terms. All Director terms shall be for three years with the maximum tenure being three terms. A former Director who has served three consecutive terms may be appointed as a Director Emeritus which shall be a non-voting role, and not be counted towards the minimum or maximum number of Directors required, or considered for quorum purpose but shall be given notice and welcome to attend all Board of Director meetings. A Director Emeritus shall not be eligible to serve as a Director. 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. If a Director is elected as an officer, he or she shall continue to serve as a Director until the expiration of the terms of office as an officer or upon earlier resignation or removal as an officer, or Board member, at which time he or she shall go off the Board.

Section D
Qualifications of Directors

Directors shall be natural persons of a minimum age of eighteen years and who possess diverse experience and talent to enhance the success of the Charter Schools. Parents of students currently enrolled in the school and paid staff members shall not be eligible for election to the position of Director.

Section E
Board Attendance Requirements: Removal

If a Director is absent for three or more regularly scheduled meetings of the Board in any twelve (12) month period, the Board, may, in its discretion, may 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, and the State of Florida laws and regulations governing Charter Schools.

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 in advance by the Board. Nor shall Directors receive compensation as an employee of the Corporation.
5. The Board shall hold monthly meetings to conduct its business, which meetings and records thereof shall be subject to Chapters 119 and 286.011 F.S. The Board shall have the power to suspend any regularly scheduled meeting and to schedule special meetings, notice of which shall be consistent with applicable law.
6. The Board shall submit its annual report to the State of Florida as required by law.
7. A majority of the Board shall constitute a quorum, and the affirmative vote of a majority of a quorum shall be necessary for any action taken by the Board. The person presiding over a Board meeting, whether it is the Chairperson, or in his or

- her absence, the Vice-Chairperson, shall participate in all Board votes and may participate in all Board debates.
8. The Executive Director of Schools, Commandant of Cadets, Chief Financial Officer and Heads of Schools 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 Chairperson, in conjunction with the Executive Director of Schools or his or her designee, shall establish the agenda.

ARTICLE FOUR

Officers

Section A

Designation

The Officers of this corporation shall be Chairperson, Vice-Chairperson, Secretary and Treasurer. An Assistant Secretary may be appointed to serve in the temporary absence of the Secretary. The Assistant Secretary shall be considered an officer only during periods of absence of the Secretary.

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.

Section C

Term of Office

Officers shall serve a term of two years 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 six consecutive years. Provided, however, that the officers in place at the time of adoption of these revised By Laws may serve up to two (2) years from the next annual meeting in order to provide a transition.

Section D **Duties of Chairperson**

The Chair shall preside and have power to vote at all meetings of the Board and the Executive Committee. The Chair shall be an ex-officio member of all other committees and shall perform such other functions and exercise such authority as may be provided in the corporate charter and/or by directive of the Board.

Section E **Duties of Vice-Chairperson**

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

Section F **Duties of Secretary**

The Secretary shall cause the proceedings of all meetings to be recorded on the official books or records of the Corporation. All records shall be kept at the principal office of the Corporation.

Section G **Duties of Treasurer**

The Treasurer shall oversee the necessary financial reporting requirements as per the requirements of the charter contract and any other applicable law. The Treasurer shall provide to the Board a monthly report of the financial status of the school.

ARTICLE FIVE

Executive Committee

Section A

Appointment

The Officers of the Corporation shall constitute the Executive Committee.

Section B

Powers, Role

The Executive Committee shall have general supervision of the affairs of the Corporation between the Board meetings and shall perform other duties as are delegated to it by the Board. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

ARTICLE SIX

Parent Association,

Section A

A Parent Association consisting of all parents or legal guardians of currently enrolled students shall be established. All parents shall be deemed members of the Parent Association. The Parent Association shall elect its own officers and shall adopt its own bylaws, which shall be subject to approval by the Board. An officer of the Parent Association of each school shall attend each Board Meeting and be afforded the opportunity to provide a report to the Board of the activities of said Association. The Chairperson of the Parent Association shall be an ex officio (non-voting) member of the Board. As such, he/she may participate in debate at Board meetings only if the Board Chairperson, in his or her discretion, recognizes him or her for that purpose.

ARTICLE SEVEN

Standing and Special Committees

Section A

Creation, Duties

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

There shall be a standing Audit Committee, the duties of which shall be to elect an auditor each year to perform an audit of financial books and records of the organization as required by law or the Corporation's charter and such additional duties as shall be determined by the Board.

Section B

Appointment, Powers

The Chairperson shall appoint the chairperson and members of any and all standing committees other than the Parent Committee. The Chairperson shall also appoint the chairperson 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

The Executive Committee plus one additional person selected by a vote of the Board shall serve as the Nominating Committee. It will be the duty of the Nominating Committee to nominate candidates for election to the positions of Director. For elections occurring at the Annual Meeting, the Nominating Committee shall report in 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 regular or specially called Board meeting at which the election is to be held.

ARTICLE EIGHT

Meetings

Section A

Generally

Meetings of the Board or of a committee shall be held at the principal office of the Corporation or at such other suitable place convenient to the Board or committee as designated by the chairperson of the Board or committee.

Section B
Annual Meetings

The Annual Meeting of the Corporation shall be held in the month of June 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 Schools.

Section C
Notice of Meetings

It shall be the duty of the Executive Director of Schools or his or her designee, to give a minimum of seven day's 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 or 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 Executive Director of Schools, or his or her designee, to give the public reasonable notice to the Board or committee meeting, 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 the meeting, except in case of an emergency, in which case the notice shall be displayed at least 24 hours prior to the meeting and displayed on the SMA website.
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 NINE
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 TEN
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 two-thirds (2/3) of the total number of Directors constituting the Board at the time of the vote.

ARTICLE ELEVEN
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 TWELVE
Corporate Seal

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

ARTICLE THIRTEEN
Books and Records

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

ARTICLE FOURTEEN

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 statues as a 501©(3) corporation under the Internal Revenue Code.

ARTICLE FIFTEEN

Indemnification

Section A

Conditions

The Corporation shall indemnify any past or present officer, employee or agent of the corporation, and any person who may have served or who serves at its request as a fiduciary, against (a) any expenses and costs including, but not limited to, legal and accounting fees, including costs of appeal, incurred in connection with any claim asserted against him by reason of being or having been such Board Member, officer, employee, agent or fiduciary or in connection with any civil or criminal action, suit or proceeding which is instituted before any court or administrative body and to which he is made a party by reason of being or having been such trustee, officer, employee, agent or fiduciary, (b) any amounts paid in settlement of any such claim or any such action, suit or proceeding, and (c) any amounts paid on any judgments rendered in any such action, suit or proceedings; provided that he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided further that, if he is adjudged in any action or suit by or in the right of the corporation to be liable for negligence or misconduct in the performance of his duty to the corporation, indemnification shall be made only to the extent that the court in which such action or suit was brought determines he is fairly and reasonably entitled. In no event, however, shall indemnification be made for gross negligence or willful misconduct.

Section B

Determination

Any indemnification under Section A, unless pursuant to a determination by a court, shall be made by the corporation only upon a determination that indemnification is proper in the specific circumstances because the applicable standard of conduct set

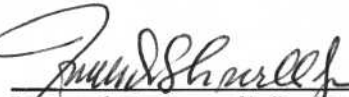
forth in Section One has been met, made by (a) majority vote of a quorum of the Board of Directors who were not parties to such action, suit or proceeding; or (b) if such quorum is unobtainable, or (even if obtainable) if a quorum of disinterested Board Members so direct, by independent legal counsel in a written opinion.

Section C
Additional Rights

The indemnification provided by this Article shall be in addition to any other rights which those indemnified may have under any law, agreement or resolution of the Board of Directors of the corporation.

I CERTIFY that the Board of Directors of the Corporation adopted the foregoing Revised By Laws this 2nd day of March, 2016.

BY:



Howard G. Crowell, Jr., LTG USA (Ret.)
Chairman, Sarasota Military Academy, Inc.
A Florida Corporation Not for Profit