

**SIXTH AMENDED AND RESTATED BYLAWS  
OF  
FLORIDA STATE UNIVERSITY SCHOOLS, INC.**

**ARTICLE I - OFFICES**

The principal office of the Corporation shall be in the County of Leon, State of Florida. The Corporation also may have such other offices in other places within or without the State of Florida as the Board of Directors ("Board") may from time to time determine.

**ARTICLE II - MEMBERS**

A. General:

1. The Corporation members shall be composed solely of the Board. The Corporation shall be a Florida non-profit corporation.
2. The qualifications and rights of the members, quorum and voting requirements for meetings and activities of the members, and notice requirements concerning meetings and activities of the members, shall be as set forth in these Bylaws for the Board.

**Article III – BOARD OF DIRECTORS**

A. General:

1. The Board of the Corporation shall constitute the membership of the Corporation.
2. Except as otherwise required by law or provided by these bylaws, the entire control of the Corporation and its affairs and property shall be vested in its Board. The Board shall consist of not less than five or more than 12 voting members.

B. Function - Policy and Procedures:

1. Subject to the foregoing, the number and type of Board members may be fixed from time to time by action of the Board. Any change in the number of Board members shall require the vote of a majority of the voting members of the Board. No decrease in the number of members serving on the Board shall shorten the term of

any Board members holding office. Two types of Board membership shall be recognized: (1) voting members and (2) non-voting members.

2. The Chief Executive Officer of the Corporation shall be the current Director of Florida State University Schools, Inc. (hereinafter "FSUS" or "Florida High"). The Director, with Board oversight, is responsible for the day-to-day operations of the school and executing Board policy.
3. There shall be three voting member parent representatives on the Board. A parent representative must have a student enrolled at Florida High when beginning a term of office. These three parent representatives shall be elected by a majority of sitting Board members. Parent representatives shall take office effective on or before forty-five (45) days after the start of the school year and shall serve a two-year staggered term not to exceed four terms. It is required that one of the serving parent representatives to the Board shall be an active member of the Parent Teachers Student Association.
4. There shall be four voting member community representatives selected from the solicitation of interested candidates, who are not parents of any currently enrolled student, and are representative of the demography of the school. One community representative shall be designated the Southwood Representative by the following procedure: St. Joe Company, or its successor or assign ("St. Joe"), shall be entitled to designate a Board Member on behalf of St. Joe and SouthWood Community until such time as the Residential Community Association for Southwood is "turned over" to the residents in accordance with the Association documents. St. Joe may designate any person to act as its representative on the Board. Such designation shall be made in writing by an authorized officer of St. Joe and sent to the Board chair and the Director. Representatives shall be elected by a majority of the sitting Board. Representatives shall be elected effective on or before forty-five (45) days after the start of the school year and shall serve a staggered two-year term not to exceed five consecutive two-year terms.

5. There shall be four voting member University representatives on the Board. These representatives shall be appointed by the President of FSU. Representatives shall be appointed effective on or before forty-five (45) days after the start of the school year and shall serve a staggered two-year term not to exceed four consecutive terms.
6. There shall be at least three non-voting members, consisting of 1) the K-12 faculty representative who shall be the person selected as Teacher of the Year; 2) a School Advisor Chair; and 3) a student representative who shall be the President of the Student Body or his or her designee. The student representative shall serve on the Board in accordance with a duly adopted Board policy for student membership on the Board. The terms of non-voting members shall begin on or before forty-five (45) days after the start of the school year.
7. The Board shall hold its annual meeting on or before forty-five (45) days after the start of the school year. Board members shall be appointed or elected for terms commencing July 1, and such election or appointment shall take place at the annual meeting or as soon thereafter as possible. Each Board member shall hold office until the expiration of the term for which he or she was elected or appointed and qualified, or until his or her prior resignation or removal as hereinafter provided.
8. Any member of the Board may be removed from office with or without cause by a majority vote of the community board members, the parent board members and the university board members votes of the Board. The notice of a meeting of the Board to recall a Board member of the Board shall state the specific Board member sought to be removed. A proposed removal of a Board member at a meeting shall require a separate vote for each Board member sought to be removed. When removal occurs at a meeting, the Board shall promptly fill the vacancy consistent with these By-Laws at the same meeting or shortly thereafter.
9. Attendance at all board meetings, workshops and committee meetings is highly encouraged. Excessive absences will be addressed by the Board and appropriate

action taken in a timely manner. It is each board member's responsibility to notify the board of expected absences or late arrival to all Board related functions. A Board member may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. Acceptance of such resignation shall not be necessary to make it effective.

10. Unless otherwise provided herein, vacancies shall be filled in the same manner as set forth in these By-laws for, respectively, a parent Board member, a community Board member or a University Board member. A Board member elected or appointed to fill a vacancy caused by resignation, death or removal shall be elected or appointed to hold office for the unexpired term of his or her predecessor.
11. Except to the extent provided herein, a majority of all voting members of the Board shall constitute a quorum. The Board may take no official action without the presence of a quorum other than to take roll and adjourn the meeting. Whenever a vacancy or vacancies on the Board shall prevent a quorum from being present, then the quorum shall consist of a majority of the members still holding office. When there is a quorum, except to the extent otherwise provided by law and the Bylaws, actions of the Board shall be by a majority of the voting Board members present.
12. The Board shall serve without compensation, except for reasonable compensation for travel and related expenses actually incurred in carrying out his or her duties on behalf of the Corporation.

C. Board Meetings

1. Except for the annual meeting of the Board, , all other meetings shall be held at such time and place as shall be fixed by the Board from time to time. Meetings may be held in or out of the State of Florida. While a Board meeting may be conducted by phone or by any other means of electronic communications by which all Board members participating may simultaneously hear each other during the meeting, such meetings are discouraged and it is preferred for all Board meetings to be

conducted with Board members physically present at the Board meeting. Proper notice shall be required for Board meetings. Special or emergency meetings may be called at the direction of the Chair of the Board or by a majority of the Board members. Written, oral, electronic or any other method of notice of the time and place of special or emergency meetings shall be given in sufficient time for the convenient assembly of the Board and the public shall be notified.

2. The order of business at any meeting of the Board of the Corporation shall be as recommended by the Chairman and approved by the Board. Workshops may be held prior to Board meetings, but official Board action must be taken during a Board meeting. The order of business at any meeting may be changed by a vote of a majority of the voting Board present.
3. The Board may call an emergency meeting and exercise all emergency powers permitted in accordance with Chapter 617, Florida Statutes. Whenever an emergency exists, a majority of voting Board members present at an emergency meeting shall determine any emergency actions to be taken.

D. Board Positions and Functions

1. The Board shall elect a Chair of the Board from Board members holding a parent or community Board position, who shall serve as President of the corporation, a Vice-President, a Secretary, and a Treasurer. Each of these Board positions shall hold office until the Board's annual meeting and his or her successor has been duly elected. The Board may remove any officer at any time by majority vote.
  - a. The President shall preside over all meetings of the Board, shall have responsibility for oversight of the Corporation's policies and shall cause the resolutions of the Board to be effected.
  - b. The Vice-President shall assist the President in carrying out his or her duties. If the Chair is not present, the Vice-Chair will serve as Chair and preside over Board meetings. If the Chair and Vice-Chair are unable to serve, the Treasurer will temporarily serve as Chair and Treasure.

- c. The Treasurer shall be the reporter of the Corporation's funds. The Treasurer shall ensure that the Corporation complies with all statutory requirements pertaining to committees..
  - d. The Secretary shall ensure that accurate minutes of the Board meetings are routinely maintained, shall ensure that the Corporation complies with all statutory requirements pertaining to meetings, submission of reports and other corporate activities, and shall be responsible for maintaining accurate records and information about terms of office for Board members, including years served, appropriate staggering of terms, and the respective Board position filled by each Board member ( ex. University Board position, community Board position).
2. The Board Officers shall serve without compensation, except for reasonable compensation for travel and related expenses actually incurred in carrying out duties on behalf of the Corporation.

E. Insurance, Bonds and Indemnification:

1. The Corporation shall obtain and maintain throughout its existence reasonable commercially available liability insurance for officers and directors, commonly known as an "errors and omissions policy" in the amount of \$1,000,000, which shall provide coverage to all officers, Board members, and employees of the Corporation.
2. The Corporation shall obtain and maintain throughout its existence reasonable commercially available general liability insurance for the Corporation and its officers, Board members, and employees.
3. All Board members shall furnish a set of fingerprints so that background checks can be conducted as required by law.
4. The Corporation shall indemnify and hold harmless all officers, Board members and employees of the Corporation, as provided in Chapter 617, Florida Statutes, and as otherwise provided by law. In addition, the Corporation shall indemnify and hold harmless all officers, Board members, and employees of the Corporation against

civil liability for any tort or contractual liability which arises out of any act or failure to act on behalf of the Corporation, provided that the officer, Board member, or employee does not breach or fail to perform his or her duties as an officer, Board member, or employee as provided in Chapter 617, Florida Statutes, and as otherwise provided by law.

#### **Article IV – AMENDMENTS**

A. Amendments:

Amendments to the Articles of Incorporation or Bylaws may be considered at any meeting of the Board. However, before any amendment to the Articles of Incorporation or Bylaws may be adopted and effective, it must be reduced to writing and provided to the Board members and Board Secretary. Amendments to the Articles of Incorporation or Bylaws will become effective if a majority of the voting Board members vote in favor of such change.

#### **Article V – COMMITTEES**

A. Power to Appoint Committees

1. The President may appoint committees with duties and responsibilities as the Board may from time to time determine. Each committee shall keep minutes of its proceedings, and after each meeting transmit a copy of such minutes to the Secretary, and/or to such other person(s) designated by the Board. Committees shall have such authority as the Board may delegate except to the extent prohibited by law. Committee meetings shall be publicly noticed and open to the public.
2. Executive Committee -The Board may designate, from among their number, an executive committee, which shall consist of the President, Vice-President, Secretary and Treasurer of the Corporation. Committees shall have such authority as the Board may delegate except to the extent prohibited by law.
3. The Board is empowered to create a Nominating Committee to recommend appointments to the Board. A majority of the Nominating Committee shall consist

of Board members. The Nominating Committee shall solicit interested candidates representing the demography of the school. Candidates shall provide a Letter of Application, including biographical and professional information, to the Nominating Committee. Upon review the Nominating Committee shall recommend a slate of candidates for consideration as voting members no later than May 1 of each year.

- 4.. The Board is empowered to appoint a Budget Committee which will consist of Board members and be chaired by the Board Treasurer. The Budget Committee will act pursuant to authority delegated to it by the Board, and its duties and responsibilities will include, but are not limited to the following:
- a. Review the annual school budget and make recommendations to the Board regarding the annual school budget;
  - b. Review any proposed expenditure of funds beyond an amount determined by the Board and make recommendations to the Board regarding such proposed expenditure;
  - c. Ensure that the school fiscal operations are conducted in a reasonable and prudent manner and consistent with bond obligations and state law.

The foregoing Sixth Amended and Restated Bylaws of Florida State University Schools, Inc. were adopted by the Board on the 13 th day of April, 2021.

DocuSigned by:

*Cheval Breggins*

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Cheval Breggins, Chair

4/28/2021 | 5:51 AM PDT

Date