

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

I – CORPORATE AUTHORITY

- 1.1 Incorporation. Florida State University Schools, Inc. (the “Corporation”) is a duly organized not-for-profit Corporation authorized to do business in the state of Florida by the filing of Articles of Incorporation on May 24, 2000.
- 1.2 State Law. The Corporation is organized under Chapter 617 (governing non-profit corporations), section 1002.32 (governing developmental research laboratory schools) and section 1002.33 (governing charter schools), Florida Statutes (“Applicable Law”), and, unless otherwise state herein, the Corporation shall operate and be governed in accordance with Applicable Law.
- 1.3 Purpose. The purpose of the Corporation is that lawful business as more explicitly delineated in the Articles.

II – OFFICE AND RECORDS

- 2.1 Office. The principal office of the Corporation shall be in the County of Leon, State of Florida, at the location which shall be determined by the Board of Directors and on file with the Florida Department of State, Division of Corporations, as provided by law.
- 2.2 Registered Agent. The Registered Agent of the Corporation shall be the Chief Executive Officer of the Corporation, as defined herein and which shall be on file with the Florida Department of State, Division of Corporations, as provided by law.
- 2.3 Books, Accounts and Records. The books, accounts and records of the Corporation, except those deemed confidential and/or exempt from public access or disclosure under state or federal law, are public and open to inspection.

III - GOVERNANCE

- 3.1 Board of Directors. The Board of Directors of the Corporation shall constitute the membership of the Corporation. 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 eleven voting members. The Board shall serve without compensation, except for reimbursement for reasonable travel and related expenses as set forth in Board policy. All Board members shall furnish a set of fingerprints so that Level II background checks can be conducted as required by law. In no event shall more than six voting members be full-time employees of Florida State University.
- 3.2 Board Composition. Two types of Board membership shall be recognized: (1) voting members and (2) non-voting members.

3.2.1 Voting Members. Voting Board members shall be divided into three subcategories:

3.2.1.1 Parent Representative. There shall be no more than 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, but shall not be an employee or spouse of an employee of the School. The parent representatives shall be elected by a majority of sitting Board members and shall serve a two- year staggered term, and shall 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.

3.2.1.2 Community Representative. There shall be no more than four voting member community representatives on the Board. Community representatives are selected from the solicitation of interested candidates, and are representative of the demography of the school. However, community representatives shall not be parents of any currently enrolled student, nor shall they be an employee or spouse of an employee of the School. Community representatives shall be elected by a majority of the sitting Board and shall serve a staggered two-year term, and shall not to exceed four terms. 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.

3.2.1.3 University Representative. There shall be no more than four voting member University representatives on the Board. These representatives, who are employees of Florida State University, and appointed by the President of Florida State University and shall serve a staggered two-year term not to exceed four consecutive terms.

3.2.2 Non-Voting Members. There shall be no more than three non-voting members, consisting of 1) the person selected as Teacher of the Year (or FSUS faculty designee) who shall serve as the K-12 faculty representative; 2) Dean of the Anne Spencer Daves College of Education, Health and Human Sciences (or a university designee); and 3) the President of the Student Council (or FSUS student designee) who shall serve as the Student representative. These representatives shall serve for terms of one year, coinciding with the term of their respective positions.

3.3 Election and Appointment. Election and appointment procedures for Board members shall be established by Board policy, and the process shall be transparent and open to all eligible candidates.

3.4 Removal and Vacancies. Removal procedures, as well as the procedure for filling of vacancies shall be established by Board policy.

3.5 Term. Board members shall be appointed or elected for the term applicable to their

membership category. Each Board member shall hold office until the expiration of the term for which they were elected or appointed, or until their prior resignation or removal as provided in Board policy.

3.6 Chief Executive Officer. The Chief Executive Officer of the Corporation shall be the current Director of Florida State University Schools (hereinafter "The School"). The Director, with Board oversight, is responsible for the day-to-day operations of the school, managing the work of the personnel, and implementing Board policy and Board action.

IV – MEETINGS AND QUORUM

4.1 Annual Meeting. The Annual Meeting of the Corporation shall be held in June or July of each year, unless, in a given year, and for good cause, another date is set by the Board through formal action. At this meeting the election of officers shall take place. The Chair shall appoint members to serve on each standing committee.

4.2 Regular and Special Business Meetings and Committee Meetings. Regular and special business meetings of the Board, and Committee Meetings, shall take place in accordance with Applicable Law and Board policy.

4.3 Quorum. 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.

V. – OFFICERS

5.1 Chair. The Board shall elect a Chair of the Board from Board members serving as either Parent or Community Representatives, who shall serve as President of the Corporation, 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 effectuated. 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.

5.2 Vice-Chair. The Vice-Chair shall assist the Chair in carrying out their duties. If the Chair is not present, the Vice-Chair will serve as Chair and preside over Board meetings.

5.3 Treasurer. The Treasurer shall be a University Representative who is employed by the University Division of Finance and Administration, unless that individual is unable to serve. If unable to serve, another member of the Board shall be elected. The Treasurer shall serve as the reporter of the Corporation's funds. The Treasurer shall ensure that the Corporation complies with all statutory requirements pertaining to committees. If neither the Chair or the Vice Chair are present, the Treasurer will serve as Chair and preside in the absence of the Chair and the Vice Chair.

5.4 Secretary. 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).

5.5 Officer Term, Service and Removal. The term of each office shall commence at the Annual Meeting and shall run for one year until the next Annual Meeting and the election of their successor. The Board Officers shall serve without compensation, except for reimbursement for reasonable travel and related expenses as set forth in Board policy. The Board may remove any officer at any time by majority vote.

VI - COMMITTEES

6.1 Establishment of Committees. The Corporation hereby establishes the following standing committees: Executive Committee, Finance Committee, Nominating Committee and Policy Committee. In addition, the Chair may establish other committees to address specific areas or tasks related to the Corporation's operations. 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. Committee meetings shall be publicly noticed and open to the public.

6.2 Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer of the Corporation, and shall have such authority as the Chair may delegate except to the extent prohibited by law.

6.3 Finance Committee. The Finance Committee is responsible for ensuring that fiscal operations are conducted in a reasonable and prudent manner and consistent with bond obligations and state law, reviewing and making recommendations to the Board regarding the annual budget and the same, and reviewing and making recommendations to the Board regarding any proposed expenditures that exceed the annual budget. The Finance committee shall be chaired by the Board Treasurer and shall consist of those members appointed by the Chair as well as the Chief Financial Officer of the School.

6.4 Nominating Committee. The Nominating Committee is responsible for recommending appointments to the Board. At least a majority of the Nominating Committee shall consist of Board members. The Nominating Committee Chair and the members shall be appointed by the Chair. The Nominating Committee shall solicit interested candidates representing the demography of the school. Candidates shall provide, at a minimum, 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.

6.5 Policy Committee. The Policy Committee is responsible for reviewing and revising policy language for consideration by the Board. The Policy Committee is chaired by the Vice-Chair, and membership shall consist of those members appointed by the Chair as well as a school administrator selected by the Director.

VII – INSURANCE AND INDEMNIFICATION

7.1 Insurance. 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" with a policy limit of at least \$1,000,000, which shall provide coverage to all officers, Board members, and certain designated employees of the Corporation (as defined in the insurance policy). 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.

7.2 Indemnification. 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.

VIII - AMENDMENTS

Amendments to the Articles of Incorporation or Bylaws may be considered at any meeting of the Board, provided however, that before any amendment to the Articles of Incorporation or Bylaws may be adopted and effective, it must be reduced to writing and provided to each Board member at least seven days prior to the meeting. 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.

The foregoing Seventh Amended and Restated Bylaws of Florida State University Schools, Inc. were adopted by the Board on the ____ day of _____, 2025.

Chair

Florida State University Schools, Inc.

Date