

**BY-LAWS**  
**OF**  
American Classical Charter Academy, Inc.  
A Not-for-Profit Florida Corporation

Date of Incorporation: January 31, 2018

State of Incorporation: Florida

Fiscal Year End: June 30

**I. INTRODUCTION**

A. These By-Laws of the Corporation shall be effective October 6, 2018.

B. References to Articles:

Any reference made in these By-Laws to the “Articles” will be deemed to refer to the Articles of Incorporation and all amendments that are on file with the Florida Secretary of State for the American Classical Charter Academy, Inc. (hereinafter referred to as “ACCA”).

C. Seniority of Laws, Articles, By-Laws, Policies and Procedures:

there The governing law relevant to the conduct of ACCA shall be the laws of the United States, laws of the State of Florida, the Charter Agreement with the School Board of Osceola County, Florida, Articles of Incorporation, and By-Laws of ACCA, and the policies and procedures that are passed by the Board of Directors (hereinafter referred to as “Board”). If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the following priority: (a) Laws of the United States; (b) Laws of the State of Florida; (c) Charter Agreement; (d) Articles of Incorporation; (e) By-Laws; (f) Policies; and (g) procedures of ACCA.

D. Policies and Procedures:

The Board has approved a Conflict of Interest Policy that applies to Members of the Board which shall remain in effect.

The Board may also adopt certain policies and/or procedures for managing the day-to-day operation of ACCA. These policies and procedures shall be kept in a separate handbook from the By-Laws and Articles.

The President and Secretary of the Board and the Principal of ACCA shall keep an up-to-date copy of the Policy and Procedures Handbook. The effective date of each policy/procedure shall be determined at the time of Board approval and shall be placed at the bottom of each page of the policy/procedure. If a policy/procedure is amended the effective date of the amendment will be placed at the bottom of that replacement page.

## II. NON-PROFIT CORPORATION

### A. Legal Status:

ACCA shall be operated exclusively as charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation as a nonprofit corporation. No member of the Board of Directors of the Corporation shall have any title to or interest in the corporate property or earnings. No part of the earnings of the Corporation shall inure to the benefit of any member of the Board, trustee, or officer or any member or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

### B. Purposes:

The purpose of the Corporation is as stated in the Articles of Incorporation, and is to operate a public charter school in accordance with its applicable Charter Agreement.

### C. Non-Discrimination Policy:

ACCA does not discriminate for or against employees, applicants for employment, applicants or the families of applicants for admission to the Charter school on the bases of race, color, national origin, religion, sex, age, disability or sexual orientation.

## III. BOARD OF DIRECTORS

### A. Members:

The Board shall have five (5) members, unless a different number is allowed under the Charter Agreement if same is amended in the future.

### B. Terms:

All Board Members will have 3-year terms. In order to ensure that the Board may function at all times, the terms of service of Board Members shall be staggered. Each Board Member shall hold office for the term to which he or she is elected or appointed, and may continue service to corporation into the ensuing term(s) until his or her successor has been elected or appointed, and fulfills Charter Agreement requirements for service (i.e. fingerprinting, etc.).

### C. Election of Members:

As of October 6, 2018, the Members of the Board of Directors, the expiry date of each Member's current three (3) year term of service as a Board Member, and each Member's current Board and Corporate designation (which designation may change during a Member's term of service as provided in the By-Laws), are as follows:

Seat #	Current Term Expires	Name	Designation
1	June 30, 2021	<b>Michael Loeb</b>	Board Chairperson/Corporate President
2	June 30, 2020	<b>Mark Oxner</b>	Vice Chairperson/Corporate Treasurer
3	June 30, 2019	<b>Chris Norwood</b>	Board Member/Corporate Secretary

The Board will nominate for election new members to the Board when vacancies occur or when a member's term expires. New Board members may be elected by a majority of those serving as Members of the Board at any scheduled meeting. A Board Member who is so elected shall be deemed provisionally approved as a Board Member until he or she has completed the required School Board fingerprinting process (and background checks if conducted by the School Board) and training. If the School Board's review of the provisionally approved Board Member's background reveals non-compliance with standards of good moral character, or if the provisionally approved Board Member does not complete any required aspect of School Board Training within a reasonable time, the service of the provisionally approved Board Member shall terminate when the School Board notifies the Corporation of the same, and the seat of such provisionally approved Board Member shall be deemed vacant; provided however, all actions of the provisionally approved Board Member shall so provisionally approved shall be unaffected.

D. Removal of Board Members:

A Board member shall be removed for malfeasance, misfeasance, nonfeasance or failure to attend meetings when in the judgment of the Board; the best interest of the Board and/or the activities of ACCA will be served by the member's removal.

1. Malfeasance is any action, which performed by a Board member on behalf of the Board that is found to be an act of wrongdoing or misconduct.
2. Misfeasance is a lawful action performed by a Board member on behalf of the Board found to have been completed in an illegal or improper manner.
3. Nonfeasance is when a Board member fails to accomplish duties agreed upon by, required of, or assigned to the Board member.
4. If a Board member misses three (3) consecutive Board meetings their Board membership may be recommended for removal.

Any Board member may make a recommendation for removal of a Board member, for any of the above reasons, in writing to the Chairperson. The Chairperson shall notify the said Board member in writing of the recommendation and the Board member will be given the opportunity to present information in his/her behalf to be considered prior to the voting for removal. The Chairperson shall present the recommendation at the next regularly scheduled Board meeting. A Board member may only be removed by a majority vote at a regularly scheduled Board meeting where a quorum is present, with the affected Board Member having the ability to cast a vote.

E. Powers:

The Board of Directors shall conduct the business of this Corporation, and the Board shall have the right to prescribe the duties and powers of all officers.

F. Compensation:

No Board member will receive any compensation, directly or indirectly, from the school's operations, including but not limited to grant funds. However, the Board may by majority vote or adopted resolution expressly authorize reimbursement of funds expended by a Board member on behalf of the Corporation.

G. Evidence of Action:

The Board of Directors shall, except as otherwise herein provided by law, evidence its actions in the following manner:

1. A resolution, in writing, signed by all Board Members, or signed by the Chairperson of the Board and attested by the Secretary, or signed by the Member designated in the resolution and attested by the Secretary, shall evidence the action by the Board. The Resolution shall not only authorize the expressed action, but shall as well impliedly authorize other actions reasonably appropriate and related to the expressed action.
2. A Motion articulated in the minutes which is shown in such minutes as being made, seconded, and adopted by majority vote of the Board Members present, the terms of which as evidenced in such minutes were then reviewed and approved when the Board subsequently approved the minutes of the meeting at an ensuing meeting, shall also evidence the action of the Board to the extent therein expressed, except where these By-Laws require a Resolution to be adopted. The Motion shall authorize the expressed action, and only such implied action as is necessary to accomplish the expressed action.

#### IV. OFFICERS

The officers of this Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers and with such titles, powers and duties as may be prescribed by the Board of Directors.

A. Election and Term:

The Board shall elect officers at its June meeting each year, however, vacancies may be filled for an unexpired term by election at any regularly scheduled Board meeting.

The term for each office shall be one year, commencing on July 1 of any year and ending on June 30 of the ensuing year. Individuals may serve 2 or more consecutive terms in any one office, and shall continue to serve until their successor is elected.

B. Duties of Board Officers:

1. President- The President shall preside at all meetings of the Board as the Board Chairperson; shall call special meetings when necessary; and, provide general supervision and coordination of Board business.

The President will be the Chief Executive Officer of the corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President will perform all duties incident to such office and such other duties as provided in these By-Laws or as may be assigned from time to time by the Board of Directors. In instances where the Board cannot be duly convened for a meeting because of public notice requirements or the inability to secure a quorum, the President shall be able to exercise on an interim basis the powers of the Board until such Board Meeting may be duly held; and in such cases, the President shall exercise best efforts to call and schedule a Special Meeting of the Board as soon as possible.

The President shall sign all Resolutions of the Board, unless the specific terms of the resolution states otherwise. In the absence, disability, or death of the Secretary or Treasurer, the President may perform these officer's functions.

2. Vice President- The Vice President shall perform such duties as may be delegated to him or her by the Board of Directors or the President, and shall be the Board Vice-Chairperson when attending Board Meetings. The Vice President, in the event of the death, absence, or disability of the President, shall perform all the duties and exercise all the authority of the President.
3. Secretary- The Secretary shall be responsible to record and keep the minutes of all meetings of the Board of Directors. The Secretary shall keep the seal of the Corporation and affix and attest the same upon any instrument executed by the Corporation to reflect the title of such resolution in the Minutes book of the Corporation under its proper date, and keep a Resolution Book where corporate resolutions will be filed. It shall also be the duty of the corporate secretary to ensure that these By-Laws and minutes of the Board Meetings are filed with the Osceola School District's charter school office. In the absence, death, or disability of the Treasurer, the Secretary may perform the functions of Treasurer.
4. Treasurer- The Treasurer shall be the monitor of all moneys belonging to the Corporation and shall ensure all funds of the Corporation are kept according to the Board's authorization. In the absence, death, or disability of the Secretary, the Treasurer may perform the functions of the Secretary.

C. Removal of Officers:

If the majority of the Board concurs, the Board of Directors may at any time, with or without cause, remove any officer of the Board if in the Board's judgment; the best interest of the Board would be served.

V. MEETINGS

A. Meetings:

There shall be a minimum of two-regular meetings of the Board each year at a time, which the Board establishes. In addition to regular meetings, special meetings may be called by the Board Chairperson or Vice Chairperson.

All regular and special meetings of the Board shall take place in facilities that are open to the public, open at all times the meeting takes place, and which are reasonably accessible to persons with disabilities. The only exception to this requirement shall be for those very few statutorily authorized instances stated in, and exceptions to, Chapter 286, Florida Statutes, and where legal counsel to the Board indicates in writing that such instance or exception is applicable.

B. Notice for Board Meetings:

In order for the Board to convene a regular or special meeting, public notice shall be required. For purposes of the By-Laws and in the absence of more stringent meeting notice requirements being contained in the School Board's rules and being communicated to the President, "public notice" for a regular or special meeting of the Board shall require the following:

1. The proposed agenda shall be prepared and shall be posted a minimum of ten (10) calendar days in advance of the meeting at the school, at the place where the meeting will be held, and at the Osceola County Public School's information center. The Agenda shall contain the date, time, and place of the meeting, and shall generally identify the topics to be discussed.
2. A notice of Public Meeting shall be published in a newspaper of general circulation in Osceola County, Florida one (1) time, at least ten (10) calendar days before the Meeting. The published advertisement shall indicate the time and place of the meeting, and summarize the matters to be addressed.
3. In the event a request is made for any Agenda to be transcribed into Spanish or Haitian-Creole within seven (7) calendar days before the meeting, such transcription shall be made, and the transcribed Agenda shall be posted at least two (2) calendar days before the meeting at the School, and at the place where the meeting will be held.

C. Attendance:

Attendance of a director at a Board meeting shall constitute a waiver of the calling or convening of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

D. Quorum:

A majority of the membership of the Board shall constitute a quorum for the transaction of business.

E. Voting:

1. Each director present shall be entitled to one vote at a meeting of the Board or its committees.
2. There shall be no proxy voting.
3. Except where specifically stated otherwise in these By-Laws, it shall take a majority of those Board Members present at a meeting to take action.

F. Informalities and Irregularities:

All informatalities and irregularities in any call or convening of a meeting, or defects in the areas of credentials, quorums, voting and similar matters, will be deemed waived if no objection is made at the meeting.

G. Parliamentary Procedures:

When not in conflict with these By-Laws, Robert's Rules of Order, Revised, or newer, shall establish the rule of procedure at all Board and committee meetings and the provisions of the publication are incorporated by reference herein as the governing rules for all meetings of ACCA.

VI. BOARD COMMITTEES

The Board may create certain advisory committees, whose composition, mission, rules of operation, term of service, and duties shall be prescribed by Resolution. In order to be in compliance with the Sunshine Laws, no committee can have more than one board member as a member of the committee. Only one board member may be present at any committee meeting. The adoption of these By-Laws shall not be deemed to affect any of the Board's pre-existing committees, which shall continue to function until their business is reasonably concluded.

VII. EDUCATIONAL EXCELLENCE SCHOOL ADVISORY COUNCIL

The Board of Directors shall maintain its Educational Excellence School Advisory Council (Council) in accordance with the Charter Agreement and Florida Law.

A. The Council shall be appointed by the Board and shall consist of at least: one teacher/employee; if the School has a Student Council, one student from the School's Student Council, or if the School has no student Council, one student from each grade level of the School; at least two parents of students attending the School; and the school Principal.

B. Representatives from the Council may attend Board meetings and respond to questions from the Board or make suggestions to the Board, as either deems appropriate.

C. The Council shall have the opportunity to be heard at each Board meeting.

D. It is the intention that the Council will give input to the Board on issues of importance to the students and teachers of the school and to give the Board feedback on how actions of the Board may affect the school.

E. The Council may exercise such other advisory powers as are conferred by Statute or as may be granted by Resolution of the Board of Directors.

## VIII. CONTRACTS & FINANCE MATTERS

A. General:

All moneys of every kind belonging to or payable to the Corporation shall be deposited to its credit in a bank or banks designated by the Board of Directors, and shall be withdrawn therefrom in accordance with such agreements and contracts as the Board may authorize, or in the absence thereof, no moneys shall be withdrawn from such depositories unless the checks or other orders evidencing such withdrawals are signed by such officers or employees of the Corporation as may be designated by a duly adopted Resolution of the Board of Directors.

B. Fiscal Year:

The fiscal year of the Corporation is July 1 to June 30.

C. Contracts:

The Board of Directors may by Resolution authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of a Resolution or Motion requiring a different manner of corporate execution, all contracts and agreements of the corporation shall be signed by the President and attested by the Secretary. The corporate seal shall not be required.

D. Checks, Drafts, Etc.:

All notes, loan agreements, indentures, or other evidence of indebtedness or security therefor issued in the name of the Corporation shall be signed by the President and attested by the Secretary.

Notwithstanding the foregoing, checks, drafts, and orders for the payment of money may be signed by the Treasurer and countersigned by the President or a Vice President. All checks will have two parties who sign the check, one of which will be the vendor who handles payroll and other expenses.

E. Deposits:

All funds of the Corporation shall be deposited to the credit of the Corporation in in such banks, trust companies, or other depositories as the Board of Directors may select.

F. Gifts:

The Board of Directors or Principal may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of the Corporation. Only the Board of Directors may accept a contribution, gift, bequest or devise for any special or specific purpose of the Corporation or School.

IX. CORPORATE MINUTE BOOKS & RECORDS

A. Corporate Minute Book and Records:

The Corporation shall keep as permanent records minutes of all meetings and a record of all actions taken by the Board of Directors or a committee of the Board of Directors in a place designated by the Board of Directors. The Corporation shall maintain accurate accounting records. The Corporation shall maintain a record of all of its Board of Directors in a form that permits preparation of a list of the names and addresses of all members of the Board in alphabetical order. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporate Minutes Book shall contain a copy of the following records:

1. Its Articles of Incorporation and all amendments, currently in effect;
2. Its By-Laws and all amendments, currently in effect;
3. Policies, procedures and/or resolutions adopted by the Board;
4. The minutes of all meetings and records of all action taken by Board members without a meeting for seven (7) years;
5. Written communications to all Board members for seven (7) years;
6. Monthly financial statements and all certified audit for seven (7) years;
7. A list of the names and business street addresses of its current Board of Directors and Officers; and,
8. Its most recent annual report delivered to the Florida Department of State.

B. The President shall ensure that a file is maintained containing originals or copies of all legal documents, which do not readily fit in the corporate minute book.

C. Annual Reports:

As prescribed by the Florida Department of State, the Corporation shall deliver to the Florida Department of State for filing a sworn Annual Report, on such forms as the Department of State may prescribe and containing such information as is prescribed by law. Similar reports shall be filed as required by law in those jurisdictions other than the State of Florida where the Corporation may be authorized to transact business.

X. AMENDMENTS AND TERMINATION

A. Amendments:

These By-Laws may be enlarged, amended or repealed by a two-thirds vote of the Board of Directors at any regularly scheduled meeting of the Board of Directors.

B. Termination:

Should ACCA's charter not be renewed or if it is terminated, the School shall be dissolved under applicable provisions of law and its Charter Agreement.

XI. PROHIBITED ACTIONS AND ACTIVITIES

A. Prohibited Activities:

1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or against) any candidate for public office.
2. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activities not permitted by:
  - a. A corporation, exempt from Federal income tax under 501(c)(3) of the Code;
  - b. A corporation, contributions to which are deductible under IRS Code Section 170.

B. Loans Prohibited:

The Corporation may not make loans to its directors, officers, employees, or to any other corporation, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, or employee or holds a substantial financial interest. A loan made in violation of this section is a violation of the duty to the Corporation of the Directors and Officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected hereby.

## XII. MISCELLANEOUS

### A. Exempt Activities:

Notwithstanding any other provision of these By-Laws, no member, trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

### B. Settlement of Disputes:

Any dispute arising out of or in connection with these By-Laws, including disputes between or among the Corporation, the Incorporations, and the Directors shall be settled by the negotiation, mediation and arbitration provisions of that certain "Dispute Resolution Procedures" entered into by the parties prior to or concurrently with the adoption of these By-Laws.

### C. Interpretation:

Should there be any question in the interpretation of any provision of the Articles of Incorporation or By-Laws of this Corporation, then an interpretation given in writing by the school's attorney who will be determined at a later date shall be binding.

### D. Non-Liability of Officers and Directors:

The officers and directors of this Corporation shall not be individually liable for the Corporation debts or other liabilities and private property of such individuals shall be exempt from the Corporation debts or liabilities.

### E. Indemnification of Board of Directors:

Whenever in the performance of, or in connection with the performance of, Board Member duties on behalf of the School, a Board Member is sued either in a representative or personal capacity (in either an administrative, judicial, or criminal proceeding) with or without the School as a co-party in the matter and the School learns that no insurance defense is offered on any claim made in such litigation against the Board Member, the President (or the Vice-President if the Board Member sued is the President) is authorized, upon request of such Board Member, to obtain legal counsel for such Board Member, and such legal counsel may appear in such litigation or proceedings and conduct the uninsured claims defense on behalf of the Board Member and is authorized to incur costs and expenses therein without prior approval of the Board of Directors. In the event of an emergency where circumstances are such that the School does not have time to tender the defense to the insurer, the authorization shall be temporary until such tender can reasonably be made and either accepted or rejected.

Should it appear to the School by a preponderance of the evidence after such defense is undertaken that such Board Member's act or omission was outside the course and scope of his or her duties or function, or was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property, then the continuing defense of such Board Member shall be referred to the Board of Directors in order to have the Board of Directors determine whether the defense of such individual shall continue at School expense.

If the Board Member's act or omission was within the scope of his or her duties or function, and was not committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property, the School shall promptly preserve, protect, defend, aid and assist the Board Member. If the Board Member shall willfully fail or refuse to cooperate in his defense, the School may, to the extent that the School was damaged thereby, reduce the defense protection provided.

The School may refuse to pay a Board Member's legal fees and costs where the expenses are unreasonable, where the representation was not approved before the services were rendered, or where the services were unnecessary because one lawyer could have reasonably represented the School and the Board Member, or could have represented more than one Board Member having common interests.

The decision of the President, or Vice President or the Board to defend the Board Member or not to defend the Board Member, and the terms of the defense, shall be subject to review and re-review by the Board of Directors at any time from the inception of the dispute, proceeding, or litigation until the determination of the case or proceeding.

*Indemnification.* If the Board Member's act or omission was within the scope of his or her duties or function, and was not committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property, the School shall exonerate, indemnify and hold harmless the Board Member from and against any and all expenses, liabilities, claims, demands, proceedings, damages, losses, charges, advances, disbursements, payments, expenses, costs, including reasonable counsel fees, awards, settlements, judgments, decrees and mandates, paid, incurred by or imposed upon the Board Member in all disputes, proceedings, trials and appeals, by reason of the Board Member's being or having been a School Board Member, even though he is no longer a Board Member at the time the expenses are incurred or the claims are made against him or her. If the Board Member shall wilfully fail or refuse to cooperate in his defense, the School may, to the extent the School was damaged thereby, reduce the indemnification provided.

*Availability of indemnity and defense pursuant to law.* This section shall not supersede any Board Member's substantive rights to indemnification or defense which may be provided pursuant to self-executing provisions of state, federal, constitutional, statutory or regulatory law, or which may be provided pursuant to common law.

#### F. Authority to Sell Corporate Assets:

The Board of Directors will have the powers and authority to lease, sell, assign, transfer, convey or otherwise dispose of the entire property of the Corporation, irrespective of the effects thereof upon the continuance of the purposes of the Corporation and the exercise of its franchise; but the Corporation may not be dissolved except as provided by the laws of the State of Florida.

XIII. CERTIFICATION

We, the undersigned, the duly elected and acting Directors of American Classical Charter Academy, Inc., a not-for-profit Florida corporation, do hereby certify that the foregoing By-Laws were adopted as the By-Laws of that Corporation on October 6, 2018 and that the same do now constitute the By-Laws of that Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this date, the 6<sup>th</sup> day of October, 2018.

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Michael Loeb

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Mark Oxner

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Chris Norwood