

**BYLAWS  
OF  
JACKSONVILLE CLASSICAL ACADEMY, INC.**

**ARTICLE I. General**

**Section 1. Name.**

The name of the corporation is JACKSONVILLE CLASSICAL ACADEMY, INC. It is hereinafter referred to as “the Corporation” or “School.”

**Section 2. Address.**

The Corporation’s mailing address and principal place of business shall be as set forth in the Articles of Incorporation or as otherwise established by the Board of Directors from time to time.

**Section 3. Purposes.**

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities that it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities that would jeopardize the Corporation’s tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the “Code”) and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purposes for which the Corporation is formed are to establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

**Section 4. Dedication of Assets and Dissolution.**

The Corporation’s assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose, as selected by the Board.

**Section 5. Non-discrimination.**

The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the charter school or in its admission policies for students. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and so long as the Corporation is in a charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

## **ARTICLE II. Members**

The Corporation does not have any members.

## **ARTICLE III. Directors**

### **Section 1. Powers.**

The direction and management of the affairs of the Corporation shall be vested in a Board of Directors.

### **Section 2. Number.**

The Board of Directors shall consist of a minimum of five (5) persons and no greater than nine (9) persons unless changed by amendment of these Bylaws.

### **Section 3. Qualifications.**

Any person may serve as a Board member for this corporation who has reached the age of majority of the State of Florida and who has been nominated to be a Board member by the Nominating Committee. Board members do not need to reside in the County in which the Corporation's principal office is located. So long as the Corporation's contract(s) for operation of a public charter school(s) is in effect, all Board members must meet the requirements in said contract, the approved Charter Application(s) and provisions of Florida Statutes and regulations pertaining to governing boards of charter schools ("Charter School Rules"). A Board member who previously qualified to serve under the Charter School Rules but who ceases to be so qualified shall be considered to have resigned effective upon the date of the event or circumstance that causes him/her to lose qualification to serve on the Board.

### **Section 4. Term.**

Board members shall be elected for three-year terms, except as otherwise provided for the initial Board members. Beginning in the first fiscal year the Corporation operates as a charter school, the initial Board members shall establish classes of Board members ("Board Classes") by resolution to provide for Board terms to be staggered so that no more than approximately 1/3 of the Board shall be up for election in any year, unless a vacancy or vacancies need to be filled. The starting date and length of the terms of the initial Board members shall be as set forth in the Board Classes resolution. Newly elected directors shall assume office, and terms of directors that are expiring shall expire, as of the date immediately following the date of the annual meeting of the Board of Directors or at any other time as designated by the Board. Board membership shall be limited to three consecutive three-year terms. Previous Board members shall be re-eligible for membership after a lapse of one year. The three consecutive term limit may be extended by one three-year term by a vote of the Board. An initial appointment as a director to serve the remainder of an unexpired term shall not count toward the three consecutive term limit.

### **Section 5. Election.**

The names of the initial Board members are set forth in the Certificate of Incorporation. All successor Board members shall be elected by the Board of Directors at an election held each year at the annual meeting. The positions of those Board members whose terms will expire shall be voted

upon, nominations for such positions shall be made by the Board members, and the positions will be filled by vote of those Board members eligible to vote. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person with the first initial of the first name of whom is earliest in the alphabet calling a coin side first. Newly elected Board members shall assume office at the first Board of Directors meeting following their election.

#### Section 6. Resignation and Removal.

A Board member may resign by submitting his or her resignation in writing to the President of the Corporation. A Board member may be removed with or without cause at a meeting of Board members by an affirmative vote of two-thirds of the full membership of the remaining Board of Directors. Board members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

#### Section 7. Vacancies.

A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, or removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation. If a vacancy should occur in the Board of Directors, a new member of the Board of Directors shall be elected by a majority of a quorum of the remaining members of the Board of Directors. The new member shall be elected to serve for the remainder of the vacating director's term as set forth in the Board Classes.

#### Section 8. Compensation.

Board members receive no payment for their services. With Board approval, Board members may be reimbursed for out-of-pocket expenses incurred on approved board business. Board members must present receipts for all such expenses, which shall be for the Board member only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board prior to reimbursement of any such expenditure to the Board meeting. Each year, at the Annual Meeting, the Board of Directors may set a schedule of allowable charges for meals, lodging, and mileage expended on Board business, and in such event, reimbursements shall not exceed these limitations.

#### Section 9. Parent Representative.

So long as the Corporation's charter contract(s) remains in effect, the Board must appoint a parent representative to facilitate parental involvement and resolve disputes. The parent representative must reside in the county in which the charter school is located and may be a member of the Board, charter school employee or individual contracted to represent the Board. If the Board oversees more than one (1) school in the school district, then a separate parent representative must be appointed for each school. The parent representative must attend meetings of the Corporation in person.

## ARTICLE IV. Meetings and Committees

### Section 1. Annual Meeting.

An annual meeting of the Board of Directors for the election of Board members and such other business as may come before the meeting shall be held in May of each year or such other month in the year as designated by the Board. Prior written notice shall be given not less than 10 days of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice.

### Section 2. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least once a quarter. For purposes of this Section, the Annual Meeting shall be considered a Regular Meeting. Timely notice of all such regular meetings shall be provided. So long as the Corporation is in a charter contract, at least two meetings of the Corporation shall be held each year in the school district in which the charter school is located, and notices will be posted and provided as set forth in said charter contract and Florida law.

### Section 3. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any member of the Board of Directors. Such meetings shall be held upon not less than two business days' notice given personally or by telephone, facsimile, or electronic communication media technology. Such notice shall specify the time and place of the meeting. So long as the Corporation is in a charter contract, such notice will also be posted and provided as set forth in said charter contract and Florida law. Emergency meetings may be called by the Board Chair and held upon notice as required by law.

### Section 4. Quorum.

A majority of the full number of Board members shall constitute a quorum of the Board for the transaction of business. Quorum may be established by in-person attendance or by attendance through communications media technology in accordance with the requirements of Section 1002.33(9), Florida Statutes. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by a charter contract, or by these Bylaws. Every act of a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

### Section 5. Meeting Attendance.

Board members are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Board member after such Board member's three unexcused, consecutive absences to ascertain the Board member's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

### Section 6. Open Meetings.

So long as the Corporation's charter contract(s) remains in effect, to the extent required by such laws, rules and regulations as govern the operation of such public charter school; all meetings

of the Board of Directors will be open and accessible to the public, noticed and conducted in accordance with the Florida Sunshine Act (Section 286.011, Florida Statutes). Meetings of the Board shall not be closed to the public except as specifically permitted by the Florida Sunshine Act and with prior consultation with legal counsel. The Corporation will establish a policy governing public comment and input in accordance with Florida law.

Section 7. Voting by Unanimous Written Consent and by Proxy.

Voting by any written consent or proxy is prohibited so long as the Corporation is in a charter contract.

Section 8. Committee Establishment; Membership; Terms.

The Board of Directors may establish and appoint members to such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the Corporation. The permitted activities and scope of each such committee shall be established by the Board at the inception of each such committee and may be amended by the Board from time to time. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws or Articles of Incorporation; electing, appointing, or removing any member of any committee or subcommittee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. Committees may be made up of Board members and non-Board members. The Board shall appoint a chair for each committee unless otherwise provided in these Bylaws. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies, to remove a committee member and to discharge any such committee. So long as the Corporation's contract for operation of a public charter school remains in effect, any Standing or Ad Hoc Committees subject to the Florida Sunshine Act (Section 286.011, Florida Statutes) will be noticed and conducted in accordance with such Act.

Section 9. Nominating Committee.

The Board of Directors shall appoint a Nominating Committee to recommend candidates to fill any vacancies on the Board of Directors. The Nominating Committee will be considered a standing committee.

Section 10. Audit Committee.

The Board of Directors shall appoint an Audit Committee that will be chaired by the Treasurer. The Audit Committee will be considered a standing committee. It will assist the whole Board with financial management oversight but will not participate in the financial management of the Corporation. The Audit Committee shall recommend to the Board the selection of the independent auditing firm and will perform such other duties as identified by the Board.

## ARTICLE V. Officers

### Section 1. Titles.

The Officers of the Corporation shall be Board Chair, Vice Chair, Secretary, and Treasurer. The Board of Directors may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these Bylaws. Officers may hold more than one position at the same time, except that the Secretary and the Treasurer may not serve concurrently as the President.

### Section 2. Election.

The Officers shall be elected from among the Board of Directors at each annual meeting of the Board members and shall serve for one year and until their successors are elected and qualified. New offices may be created and filled at any meeting of the full Board.

### Section 3. Duties.

Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The Board Chair shall be responsible, along with his/her fellow Board members, for the oversight of the Corporation's business and affairs. He/she shall preside at all meetings of the Board. The Board Chair shall have full and equal vote as accorded to all Board members. The Board Chair may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The Board Chair may delegate, as needed, to any other officer any or all of the duties of the office of Board Chair. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

(b) The Vice Chair shall have such duties and responsibilities as may be delegated to him/her by the Board Chair. The Vice Chair shall have full and equal vote as accorded to all Board members. In the absence of the Board Chair, the Vice Chair shall perform all the duties of the Board Chair and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Board Chair, including presiding at meetings of the Board of Directors. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Directors and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall ensure the integrity of the Board's documents. He/she shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

(d) The Treasurer shall assist the whole board with oversight of the Corporation's financial management. The Treasurer assists the Board in the development of financial policies and helps ensure that performance aligns favorably with policy. The Treasurer shall chair the Board's Audit Committee. As such, the Treasurer shall not be a signer on any account nor shall have any authority

to approve or authorize transactions. The Treasurer has no disproportionate responsibility for the financial performance of the school. The Treasurer shall ensure that regular books of account are kept for the Corporation that set out business transactions of the Corporation and reports and filing made, all in compliance with applicable Florida law, and that such books are at all times open to inspection at the Corporation's place of keeping to any Board member or as otherwise required by law or charter contract.

Section 4. Resignation and Removal; Vacancy.

A Board member may resign by submitting his or her resignation in writing to the Board Chair. Any officer may be removed from office, with or without cause, by the affirmative vote of two-thirds of the full membership of the Board of Directors at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. A vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 5. Compensation.

Directors who serve as officers shall not receive any compensation for their services.

**ARTICLE VI. Fiscal Year and Check Signing**

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing; Deposits.

The Board Chair is authorized to sign checks for the Corporation. The Corporation may authorize other persons to sign checks by written resolution adopted by a majority of a quorum of the Board. The Board of Directors shall establish a policy setting the amount above which checks must have two signatures. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE VII. Amendments to Bylaws**

The Board of Directors shall have the power to make, amend, or repeal the Bylaws of the Corporation, either in whole or in part. The Bylaws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all Board members not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the Board assuming no vacancies.

## ARTICLE VIII. Additional Provisions

### Section 1. Indemnification of Officers and Board Members.

The Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capabilities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

### Section 2. Insurance.

The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

### Section 3. Audit.

At the close of the first fiscal year of charter school operation, the accounts of the Corporation shall be audited by an independent auditor, who meets the requirements set forth in Florida law for auditors of charter schools and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be selected in accordance with the procedures required by law. The audit shall be done in compliance with Florida Statutes governing charter schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with legal requirements.

### Section 4. Private Foundations and Other Limitations.

In no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such person under chapter 42 of the Code. Furthermore, (a) if at any time the Corporation is a private foundation within the meaning of Section 509(a) of the Code, then during such time no payment shall be made under this Article if such payment would constitute an act of self-dealing or taxable expenditure as defined in Section 4941(d) or Section 4945(d), respectively, of the Code and (b) if at any time the Corporation is not a private foundation within the meaning of Section 509 of the Code, then during such time no payment shall be made under this Article if such payment would constitute an excess benefit transaction as defined in Section 4958 of the Code.

### Section 5. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that



such contract or instrument is not in violation of the Articles of Incorporation, these Bylaws or applicable law. Such authority may be general or confined to specific instances.

Section 6. Books and Records.

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

**ARTICLE IX. CONFLICT OF INTEREST**

The Corporation shall adopt a conflict of interest policy and will adhere to the provisions of that policy. The purpose of this conflict of interest policy is to protect the tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible self-dealing or excess benefit transaction. This policy is intended to supplement but not replace any applicable Florida and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

We, the undersigned, are all of the Directors or incorporators of JACKSONVILLE CLASSICAL ACADEMY, INC., and we consent to, and hereby do, adopt the foregoing Amended Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 13th day of June, 2024.



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John D. Rood, Board Chair



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Daryl Gottlieb, Board Secretary