

The Learning Academy, Inc.

A Florida Non-Profit Corporation

BY-LAWS

Amended and Restated

The provisions of this document constitute the By-Laws of The Learning Academy, Inc. hereinafter referred to as the Corporation, which By-Laws shall be utilized to govern the operation of the Corporation.

ARTICLE I LOCATION OF CORPORATION

The principal office of The Learning Academy, Inc. is located at 5880 N. Stewart Street, Milton, Florida 32570. The Board of Directors may, from time to time, change or add additional Corporation locations.

ARTICLE II PURPOSE OF THE CORPORATION

The purpose of The Learning Academy, Inc. shall be to operate charter schools and provide educational services in Florida.

The purpose for which The Learning Academy, Inc. is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

The Corporation is a Florida Non-profit Corporation and no part of the net earnings of the Corporation shall go to the benefit of or be distributable to its Directors, Officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE III BOARD OF DIRECTORS

Section 1: Authority of the Board of Directors

The business, property, and affairs of the Corporation shall be controlled by the Board of Directors.

The specific duties of the Board of Directors include:

1. Support the Mission and Vision of The Learning Academy, Inc.
2. Approve and amend contracts.
3. Approve budgets and control fiscal matters.
4. Approve third party service contracts.
5. Approve hiring and termination of employees.
6. Approve policies.
7. Review academic reports.
8. Regularly attend Board of Director meetings.
9. Elect Officers of the Board and appoint agents.
10. Fill any vacancies that may occur on the Board of Directors.

Section 2: Board Membership and Terms

There shall be a minimum of three (3) and a maximum of seven (7) voting Board Members.

Board Members shall serve staggered terms of either one (1) year, two (2) years, or three (3) years and may be reelected for any number of terms.

Employees and/or their immediate family members may not serve as voting Board Members.

Board Members are required to provide their fingerprints for a criminal background search.

Section 3: Board Vacancies

Any Board Member may resign at any time by providing the Board Chairperson thirty (30) days written notice.

Vacancies shall be filled within sixty (60) days by the Board of Directors.

Any Member of the Board of Directors who is absent for two (2) or more consecutive scheduled meetings may be removed by a majority vote of the Board Members.

ARTICLE IV OFFICERS

Section 1: Election of Officers of the Board of Directors

Officers of the Board shall consist of The Chairperson, Vice-Chair, and Secretary/Treasurer.

Any Board Member shall be eligible to be elected as an Officer.

Any duly elected Officer of the Board shall hold office for one (1) year or until a successor has been elected and has accepted the office.

Board Members may be elected and/or reelected as an Officer of the Board any number of times.

Section 2: Duties of the Chairperson of the Board

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors.

The Chairperson shall call meetings and approve draft Agendas.

Section 3: Duties of the Vice-Chair of the Board

The Vice-Chair of the Board of Directors shall familiarize themselves with the affairs of the Corporation and in the event of the disability or absence of the Chairperson from any place in which the business is to be done, the Vice-Chair shall have all the powers and perform all the duties of the Chairperson.

The Vice-Chair shall have such other powers and the Board of Directors may at any time assign duties as to them.

Section 4: Duties of the Secretary and Treasurer

The Secretary and Treasurer positions shall be combined as one office.

The Secretary/Treasurer shall have the responsibility of general supervision of the finances of the Corporation.

The Secretary/Treasurer shall ensure that minutes of meets of the Board of Directors are prepared and maintained.

The Secretary/Treasurer shall ensure that notices and reports required of the Corporation are prepared and maintained.

The Secretary/Treasurer shall perform such duties as necessary to said office, and shall have such other powers and duties as may be at any time assigned by the Chairperson of the Board of Directors.

Section 7: Other Officers and Agents of The Learning Academy, Inc.

The Board of Directors may appoint or hire other agents of the Corporation as it may deem necessary and appropriate.

**ARTICLE V
MEETINGS**

Section 1: Schedule of Meetings

The Annual Meeting of the Board of Directors shall occur in October of each year.

Regular meetings of the Board of Directors shall be held at least once per quarter.

Section 2: Notice of Meetings

Notice of all meetings of the Board of Directors shall be given by posting in a designated public place as far in advance as possible, with a minimum of at least 24 hours in advance for emergency meetings, in accordance with Florida's Open Meetings Law.

Section 3: Quorum

A quorum shall be composed of not less than one half (1/2) of the voting members of the Board of Directors.

When a quorum is present, the affirmative vote of a majority of the voting Board members will decide any question. A tie vote of the Board of Directors constitutes a failure of that item to pass.

Board Members may attend Board Meetings and vote via electronic means provided that a quorum is present within the electronic format and access to the online meeting is published for the public to join and participate.

For meetings held in-person, a Board Member who cannot attend a Board Meeting may participate and vote by electronic communication provided that a quorum of voting members is present at the meeting.

Section 4: Agendas and Minutes

In the case of regular meetings, agendas will be posted at least 24 hours prior to meeting.

The Agenda format for meetings of the Board of Directors shall be:

1. Call to Order
2. Roll Call
3. Approval of Agenda
4. Approval of Minutes
5. Public Comments
6. Report from Individual Board Members
7. Report from School Director
8. Report from Management
9. Consent Items
10. Action Items
11. Discussion Items
12. Emergency Items
13. Board Member Matters
14. Adjournment

Minutes will be kept by the Secretary/Treasurer of the Board of Directors.

Copies of agendas and minutes will be posted on the school website in a timely manner and copies kept in the school office for public review upon request.

Section 5: Format of Meetings

All meetings are open to the public.

The rules of Robert's Rules of Order, Revised, shall govern procedures in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

Executive sessions shall be held only at posted regular or special meetings for the sole purpose of discussing personnel, legal, real estate, and other limited matters.

**ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS**

Section 1: Contracts

The Board of Directors may authorize any person as the agent of the Corporation to enter into any contract or to execute and deliver any instruments or documents on behalf of the

Corporation, which authority may be general or specific.

Section 2: Deposits

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved as authorized by the Board of Directors.

Section 3: Checks

All checks, drafts, or any authorization for the payment on any noted sums of money or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents, as from time to time be designated and determined by the Board of Directors.

**ARTICLE VII
FISCAL YEAR**

The fiscal year of the Corporation shall be from July 1 to June 30 of each year.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by law, indemnify all Board Members, Officers, employees, and agents from any and all liabilities and expenses for any actions taken in his or her official capacity. The indemnification shall continue for all persons who ceased to be a Director, Officer, employee, or agent, and shall insure to the benefit of their heirs, executors, and administrators of such a person.

**ARTICLE IX
MISCELLANEOUS**

Section 1: Amendments

The Board of Directors may restate and/or amend the By-Laws of the Corporation from time to time at any meeting properly convened in accordance with the By-Laws

Section 2: Records

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Directors. All such records may be inspected by any person, upon request.

Section 3: Dissolution

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of

the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private person.

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities shall be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes with tax exempt status under Section 501 (C)(3), Internal Revenue Code.

Approved by the Board of Directors:

Chairperson, Board of Directors

Date