

Approved
May 21, 2020

**BYLAWS
FOR
THE SEASIDE SCHOOL, INC.
(A Not-For-Profit Corporation)**

**SECTION I
NAME, ADDRESS, PURPOSE AND LIMITATIONS**

Name: The name of the corporation is the "The Seaside School, Inc.", hereinafter referred to as the "Corporation." The street address of the Corporation's principal office is 10 Smolian Circle, Seaside, FL 32459. The Corporation is named for, and located within, the community known as Seaside, in Walton County Florida. Its use of the name Seaside is with the permission of the community's developer, Seaside Community Development Corporation.

Purpose: The Corporation has been organized exclusively for charitable, educational, literary and scientific purposes 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 Code.

Limitations: The following are limitations on the activities, purposes and organization of the Corporation:

- a. The Corporation is not organized for and is not to be operated for pecuniary gain or profit.
- b. No part of the property of the Corporation and no part of its income or earnings are to accrue to the benefit of any Director or other private individual.
- c. The Corporation is prohibited from engaging in any activity contrary to the purposes for which the Corporation is organized.

**SECTION II
MEMBERSHIP TO BOARD OF DIRECTORS**

A. (i) Qualifications: Qualifications for general membership shall be as determined from time to time by the Board of Directors, it being the intent to open membership as much as reasonably possible to those who support the goals and objectives of the Corporation.

(ii) Eligibility: Any eligible person may become a member of the Corporation in the manner and form prescribed by the Board of Directors. The Board of Directors shall have the right to refuse any application for any person for any reason which to them shall seem sufficient, provided that such refusal be by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present. Notwithstanding the foregoing, the Board of Directors shall not have the right to refuse any application for any person based on a reason relating to discrimination of any protected class of individuals recognized as such by the State of Florida.

(iii) **Termination:** If any member of the Corporation shall at any time be guilty of an act malicious or detrimental to the Corporation or the purposes for which it is formed, such person shall be notified and given the opportunity to present his/her case before the Board of Directors at a designated time not less than thirty (30) days after such notification. By a majority vote of the Board of Directors present at the meeting, provided there shall be a quorum present, the membership of such person in the Corporation may be terminated.

B. Resignation: A Director may resign at any time by submitting a written resignation to the Chairman.

C. Board Selection Committee:

(i.) There shall be a Board Selection Committee composed of at least four (4) members of the Board of Directors of the Corporation, one of which shall be the Chairman.

(ii.) The Board Selection Committee shall be appointed by the Chairman.

(iii.) The Committee shall review and consider those individuals which have properly submitted their name for consideration in accordance with policies and procedures adopted by the Board and shall present a slate of recommended candidates for all vacancies to be filled at the Corporation's April or May meeting. The Committee shall also select no less than three (3) alternates for consideration by the Board for consideration in the event one or more of the initial slate is not selected.

(iv.) The candidates who receive the majority of the votes will be elected to fill the vacancies. The Board may vote on such candidates~~nominees~~ as a slate or individually.

D. Vacancy: Any vacancy occurring in the Board of Directors during a member's term may be filled, at the discretion of the Board of Directors, using the above process upon a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present. The individual selected to fill the vacant position shall serve for the remainder of the term of the position being filled. The Board Selection Committee shall first consider alternates recommended by the Committee in the immediately preceding regular selection process but the Committee shall not be required to present such individuals to the Board for consideration.

E. Conflict of Interest: Any member of the Board of Directors who has a conflict of interest with an issue facing the Corporation shall state the conflict of interest and ask to be excused from discussion and/or voting. Any member of the Board of Directors shall not employ any contract employee of the school. Notwithstanding the foregoing, no contract or other transaction between the Board and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; and

(b) the contract or transaction is fair and reasonable as to the Foundation at the time it is authorized by the Board or a committee.

SECTION III COMPOSITION OF BOARD OF DIRECTORS

Number: The Board shall be composed of not less than eleven (11) Directors or more than fifteen (15) Directors. The number of Directors shall be determined from time to time by the Board.

Term: Each Director shall serve for a period of three (3) years, unless the Director was selected to fill a vacancy under Section II D., in which case that Director shall serve the balance of the term left by the Director creating the vacancy.

Requirement to Attend Meetings: If any Director fails to attend three (3) consecutive meetings without sufficient cause (as determined by the Chairman), the Director shall be requested to give explanation. If excessive absences, whether or not consecutive, continue without satisfactory cause, then the Chairman at his or her discretion may declare the position vacant. If a member of the Board of Directors is unable to attend a Board of Directors' meeting, the member should give notice to the Corporation's principal office.

SECTION IV OPERATION OF BOARD OF DIRECTORS

Meetings: The Board of Directors shall hold a minimum of six (6) regular meetings in each calendar year on such dates as may be called by the Chairman or by a majority of the voting members of the Board of Directors. Reasonable notice of time, purpose and location of the meeting shall be given to all members of the Board and public notice of such meeting shall be given in accordance with applicable law. The fiscal year of the Corporation shall be the school year. Special meetings may be called by the Chairman or as otherwise provided by these Bylaws. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board. The minutes of all meetings of Members shall be kept in a book available for inspection by Members or their authorized representatives and Board Members at any reasonable time.

Jurisdiction: The Board of Directors shall have control and jurisdiction over the affairs and property of the Corporation, subject to the Articles of Incorporation and these Bylaws. Subject to the Articles of Incorporation, the laws of the State of Florida and the United States of America, the Board of Directors is authorized to adopt such policies, rules and regulations as may be necessary and appropriate to implement the provisions of these Bylaws and to achieve the purpose and goals of the Corporation. The Board of Directors is authorized to take such other action as may be required by the laws of the State of Florida and the United States of America or as may be directed by a court of competent jurisdiction. It shall be the duty of the Board of Directors to evaluate the

progress of the Corporation and to ensure that the policies, rules and regulations of the Corporation are properly implemented.

Quorum: A majority of the members of the Board present at a meeting shall constitute a quorum for the transaction of business. If a quorum is not achieved and a majority of the Directors present declare an emergency, then Directors reached by telephone conference may be counted toward a quorum and may act upon any matter presented to the Board, provided that such process is not contrary to applicable law. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except where otherwise specifically provided by statutes or by these Bylaws.

SECTION V OFFICERS

Selection: The officers described in this section shall be elected by majority vote by a duly constituted quorum of the Board of Directors. All officers must be members of the Board of Directors. A Director may serve as more than one (1) officer provided that the secretary and the president shall not be the same person.

Composition: The officers of the Corporation shall be elected from and by the Board of Directors on an annual basis and shall include the following positions at a minimum: Chairman of the Board, Vice Chairman, Secretary and Treasurer. The terms of office of these officer positions shall be for one (1) year. The Board of Directors shall have the authority to appoint such other officers to assist in the affairs of the Corporation in its discretion. The officers shall have those duties as determined by the Board of Directors.

Chairman: The Chairman of the Board of Directors shall preside over the meetings of the Board of Directors and of the membership. He/she shall see that all rules and regulations are strictly enforced, shall count the votes on all matters and shall have general supervision of the affairs of the Corporation. The Chairman may, at any time in the interest of the Corporation, appoint a special committee or call a special meeting. During a recess of the Board of Directors, the Chairman shall have general control and management of the business and affairs of the Corporation.

Vacancy: Any vacancy occurring in the officers may be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors, at which there shall be a quorum present.

Removal: An officer may be removed from office at any time upon a majority vote of the Board of Directors at a meeting at which a quorum is present.

SECTION VI INDEMNIFICATION

Generally:

The Association shall indemnify any Officer, Director or committee member of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was a director or officer of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnity, that she did not act in good faith or that she acted in a manner she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that she had reasonable cause to believe her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that she had reasonable cause to believe that his conduct was unlawful.

Insurance: The Corporation shall purchase and maintain a Director and Officer Liability Policy in amounts deemed appropriate by the Board of Directors insuring the Corporation and its individual Directors and Officers against the defense costs or liabilities arising out of such individuals service as Directors or Officers of the Corporation.

Non-exclusive: The right of the Director to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights of indemnification to which he/she otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

Committee Members: To the extent that insurance is reasonably available, the Corporation shall extend the same indemnification provided in this Section VI to non-Director committee members.

SECTION VII GENERAL

Quorum: A majority of the members of the Board of Directors shall constitute a quorum for Board of Directors' meetings.

Gender: The masculine or feminine gender is used for convenience and is intended to include the other gender as well.

Conduct of Meetings: All meetings of the Board of Directors shall be conducted according to the most current edition of Robert's Rules of Order, to the extent consistent with the Articles of Incorporation and the Bylaws.

Reimbursement for Expenses: Board members shall be entitled to reimbursement for out of pocket expenses incurred on behalf of the Corporation provided that such reimbursement has been approved by a majority vote of the Board of Directors

Amendment: These Bylaws may be amended, altered or rescinded by a vote of two-thirds of the Directors present at a meeting at which a thirty (30) day written notice of the purpose has been given and a quorum is present.

The undersigned hereby certifies that these Bylaws were approved and adopted by the Board of Directors on _____, 20____.

Chairman, The Seaside Neighborhood School, Inc.

Secretary, The Seaside Neighborhood School, Inc.

Original Document Prepared 1994; Revised
1996;
Revised 1999;
Revised 2006;
Revised August 2014.