

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

SECTION I  
NAME, ADDRESS, PURPOSE AND LIMITATIONS

1. **Name:** The name of the corporation is the “**The Seaside School, Inc.**”, hereinafter referred to as the “**School.**” The street address of the School’s principal office is 10 Smolian Circle, Seaside, FL 32459. The School is named for, and its middle school campus is 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 Corp. The School’s high school campus operates under the name Seacoast Collegiate High School as of the date of this amendment.
2. **Purpose:** The School has been organized to operate a charter school in Walton County, Florida and in connection therewith, to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
3. **Limitations:** The following are limitations on the activities, purposes and organization of the School:
  - a. The School is not organized for and is not to be operated for pecuniary gain or profit.
  - b. No part of the property of the School and no part of its income or earnings are to accrue to the benefit of any director, officer, employee of, or member of a committee of, or person connected with the School. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the School in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the School. Upon dissolution or winding up of the affairs of the School, whether voluntary or involuntary, the assets of the School, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to religious, charitable, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended and which organizations carry on activities which are the same as or similar to those activities which were supported, promoted or conducted by the School.
  - c. The School is prohibited from engaging in any activity contrary to the purposes for which the School is organized. No director, officer, employee, or representative of the School shall take any action or carry on any activity by or on behalf of the School not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal

Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

4. No Members: The School shall have no members.

## SECTION II BOARD OF DIRECTORS

1. Qualifications: Qualifications for members of the Board of Directors (the “**Board**”) shall be as determined from time to time by the Board based on the needs, goals and objectives of the School at such time. Notwithstanding the foregoing, the Board 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.
2. Board Selection Committee:
  - a. There shall be a Board Selection Committee composed of at least four (4) members of the Board, one of which shall be the Chairman.
  - b. The Board Selection Committee shall be appointed by the Chairman.
  - c. The Board Selection Committee shall review and consider those individuals which have properly submitted a complete application 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. The Board Selection Committee shall also select between one (1) and three (3) alternates for consideration by the Board in the event one or more of the initial slate is not selected.
  - d. The candidates shall be chosen by a majority of the votes of the directors voting. The Board may vote on such candidates as a slate or individually upon motion by a director.
3. Number: The Board shall be composed of not less than seven (7) directors nor more than fifteen (15) directors, provided, that, the total number of directors shall decrease to not more than thirteen (13) directors on or before August 1, 2024 and shall remain capped at no more than thirteen (13) directors thereafter. The number of directors shall be determined from time to time by the Board.
4. Term: Each director elected prior to August 1, 2023 shall serve for a period of three (3) years and each director elected after August 1, 2023 shall serve for a period of four (4) years, unless the director was selected to fill a vacancy, in which case that director shall serve the balance of the term left by the Director creating the vacancy.
5. Resignation: A director may resign at any time by submitting a written notice of resignation to the Chairman. Such resignation is effective when received, unless a later date is set forth in the written notice of resignation, not to exceed ninety (90) days after the date of such notice. No acceptance of the resignation by the Board is necessary.

6. **Removal:** A director may be removed at any time for cause at a regular or special meeting called by the Chairman for that purpose by the vote of a majority of the total number of directors elected at such time (the “**Entire Board**”). The director subject to removal shall be given not less than ten (10) days’ advance notice of the purpose of the meeting. For purposes of these Bylaws, the term “cause” includes, but is not limited to, (a) commission of an act malicious or detrimental to the School or the purposes for which it is formed, (b) failure to attend three (3) consecutive Board meetings, (c) violation of or refusal to sign when required the Conflict of Interest or Code of Ethics policies of the School, or (d) failure to actively engage in Board and/or committee work to a level commensurate with the prevailing standard of participation of directors, including but not limited to failing to regularly attend or participate in Board and/or committee meetings.
7. **Vacancy:** Any vacancy occurring in the Board during a director’s term may be left vacant or may be filled for the remainder of the term. The decision as to whether to leave a position vacant or to fill such position for the remainder of the term shall be made by a majority vote of the directors present at any Board meeting at which there shall be a quorum present. If the Board desires to fill such position, the Board Selection Committee shall recommend an alternative from the immediately preceding regular selection process for consideration by the Board. The individual selected to fill the vacant position shall serve for the remainder of the term of the position being filled.
8. **Conflict of Interest and Code of Ethics Policy:** Each director shall abide by the Conflict of Interest and Code of Ethics policies of the School, as amended from time to time. Each director shall annually review, complete and sign a copy of the Conflict of Interest and Code of Ethics policies.

### SECTION III OPERATION OF BOARD OF DIRECTORS

1. **Meetings:** The Board 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 vote of the Entire Board. 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 School shall be the school year. Special meetings may be called by the Chairman, by a majority vote of the Entire Board at a meeting. In addition, a special meeting shall be called by the Chairman within not more than twenty (20) days upon receipt of a written request signed by four (4) or more directors, provided that such request must specifically state the purpose(s) for which the meeting is requested. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board. The minutes of all meetings of the Board shall be kept and made available in accordance with applicable law.
2. **Powers:** The affairs and property of the School shall be managed by or under the direction of the Board, subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and these Bylaws. The Board 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 School. The Board 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 to regularly evaluate the progress of the School and to ensure that the policies, rules and regulations of the School are properly implemented.

3. 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.
4. Action by the Board. 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 except where otherwise specifically provided by statutes or by these Bylaws. A board member shall abstain from voting on a particular matter if required by the Conflicts of Interest policy and may abstain from voting on a particular matter for personal reasons which the director believes makes him/her unable to vote in the best interests of the School. A director who abstains from a vote shall not be counted for purposes of determining the satisfaction of any voting or consent requirement for action by the Board and shall be excluded from the denominator for purposes of determining the satisfaction of any required voting percentage.
5. Conduct of Meetings: All meetings of the Board and any committees of the Board 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. Provided, however, that the failure to strictly follow the procedures set forth in Roberts' Rules of Order shall not, standing alone, form a basis to challenge or invalidate any otherwise proper action taken by the Board.
6. Reimbursement for Expenses: Directors shall be entitled to reimbursement for out of pocket expenses incurred on behalf of the School provided that such reimbursement has been approved by the Board.
7. Committees: The Chairman may appoint from time to time such committees as it deems appropriate in carrying out the purposes of the School. The role and duties of each committee shall be determined by the Board from time to time. Committee members, other than the chairperson of such committee, are not required to be directors. Reasonable notice of time, purpose and location of any committee meeting shall be given to all members of the committee, and public notice of such meeting shall be given in accordance with applicable law. The minutes of all committee meetings shall be kept and made available in accordance with applicable law.

#### SECTION IV OFFICERS

1. Selection: The officers described in this section shall be elected by the Board. All officers must be members of the Board. A director may serve as more than one (1) officer provided that the secretary and the Chairman shall not be the same person.
2. Composition: The officers of the School shall be elected from and by the Board 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, except that the term of office of the Chairman shall be for two (2) years. The Board shall have the authority to appoint such other officers to assist in the affairs of the School in its discretion. The officers shall have those duties as determined by the Board.

3. **Chairman:** The Chairman of the Board shall preside over the meetings of the Board. He/she shall have the general powers and duties of supervision and oversight of the affairs of the School, shall keep the Board fully informed of the activities of the School and shall count the votes on all matters. The Chairman may, at any time in the interest of the School, appoint a special committee or call a special meeting.
4. **Other Officers:** The other officers shall have such duties and powers which customarily pertain to such office or which are otherwise delegated to such officers by the Board. Without limiting the foregoing, the Vice Chairman shall act in the place and stead of the Chairman in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice Chairman by the Board.
9. **Resignation:** An officer may resign at any time by submitting a written resignation to the Chairman. Such resignation is effective when received, unless a later date is set forth in the written notice of resignation, not to exceed ninety (90) days after the date of such notice. No acceptance of the resignation by the Board is necessary.
5. **Removal:** An officer may be removed at any time with or without cause by the vote of the Board.
6. **Vacancy:** Any vacancy occurring in the required officer positions shall be filled for the unexpired portion of the term by a director elected by the Board to such position.

## SECTION V INDEMNIFICATION

1. **Generally:** The School shall indemnify any officer, director or committee member of the School 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 he/she is or was a director, officer or committee member of the School, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/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 he/she did not act in good faith or that he/she acted in a manner he/she believed to be not in or opposed to the best interest of the School, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/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 he/she believed to be not in or opposed to the best interest of the School, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.
2. **Insurance:** The School shall purchase and maintain a Director and Officer Liability Policy in amounts deemed appropriate by the Board insuring the School and its individual directors and officers against the defense costs or liabilities arising out of such individuals service as directors or officers of the School.

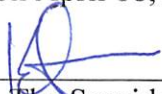
3. Non-exclusive: The rights of indemnification set forth in these Bylaws shall be in addition to, and not exclusive of, all other rights of indemnification to which he/she otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.
4. Committee Members: To the extent that insurance is reasonably available, the School shall extend the same indemnification provided in this Section V to non-Director committee members.

SECTION VI  
GENERAL

1. Gender: The masculine or feminine gender is used for convenience and is intended to include the other gender as well.
2. Amendment: These Bylaws and the Articles of Incorporation 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.

*[Remainder of page intentionally left blank; officer certification appears on the following page.]*

The undersigned hereby certifies that these Bylaws were approved and adopted by the Board of Directors on April 18, 2024.

  
\_\_\_\_\_  
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.  
Revised May 21, 2020  
Revised June 15, 2023  
Revised April 18, 2024