



Seaside School, Inc

Governance Committee Meeting

Published on May 12, 2023 at 8:20 AM CDT

Date and Time

Friday May 12, 2023 at 8:15 AM CDT

Location

Barker Williams / Shoreline Title, 60 Clayton Lane, Santa Rosa Beach, FL 32459.

Founded in 1996

Serving Students in Grades 5 - 12

We seek to sustain an educational community where an emphasis on academic excellence is complemented by our concern for each learner's personal growth and intellectual, aesthetic, and psychological development. The curriculum is developmentally responsive – actively engaging students in learning skills in context, integrative – directing students to connect learning to daily lives, and exploratory – enabling students to discover their abilities, interests, learning styles, and ways that they can make contributions to society.

Information on procedures for public comment can be found at

<https://www.seasideschools.net/domain/35>.

If anyone needs special assistance to participate in the public input session, every effort will be made to provide an appropriate accommodation. When requesting accommodations for public input, please allow no less than 1 business day notice prior to the scheduled meeting.

Specific issues about a particular student should only be addressed to the school's Director of Student Services, rather than the Board of Directors.

All public comments will be taken under advisement by the Board, but will not elicit a written or spoken response. The names of persons providing public comment and a brief summary of topics or input will be included in the meeting minutes published. A response will be provided to the stakeholder within seven (7) days.

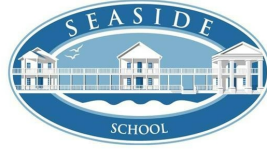
Agenda

	Purpose	Presenter	Time
I. Opening Items			8:15 AM
A. Record Attendance			1 m
B. Call the Meeting to Order			
C. Approve Minutes	Approve Minutes	Farrar Barker	1 m
Approve minutes for April Governance Committee Meeting on April 14, 2023			
II. Governance			8:17 AM
A. Bylaws Discussion	Vote	Farrar Barker	20 m
Discuss proposed amendments to the bylaws			
III. Other Business			
IV. Closing Items			
A. Adjourn Meeting	Vote		

Coversheet

Approve Minutes

Section: I. Opening Items
Item: C. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for April Governance Committee Meeting on April 14, 2023



Seaside School, Inc

Minutes

April Governance Committee Meeting

Date and Time

Friday April 14, 2023 at 8:15 AM

Location

Barker Williams, PLLC
60 Clayton Lane
Santa Rosa Beach, FL

Founded in 1996
Serving Students in Grades 5 - 12

We seek to sustain an educational community where an emphasis on academic excellence is complemented by our concern for each learner's personal growth and intellectual, aesthetic, and psychological development. The curriculum is developmentally responsive – actively engaging students in learning skills in context, integrative – directing students to connect learning to daily lives, and exploratory – enabling students to discover their abilities, interests, learning styles, and ways that they can make contributions to society.

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Specific issues about a particular student should only be addressed to the school's Director of Student Services, rather than the Board of Directors.

All public comments will be taken under advisement by the Board, but will not elicit a written or spoken response. The names of persons providing public comment and a brief summary of topics or input will be included in the meeting minutes published. A response will be provided to the stakeholder within seven (7) days.

Committee Members Present

A. Winicki, C. Lewis, D. Tinghitella, K. Goff

Committee Members Absent

F. Barker, L. Blue

Guests Present

D. Ward, J. Robbins, K. Mixson, Robert Kauffman

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

K. Goff called a meeting of the Governance Committee of Seaside School, Inc to order on Friday Apr 14, 2023 at 8:18 AM.

C. Approve Minutes

D. Tinghitella made a motion to approve the minutes from March Governance Committee Meeting on 03-10-23.

A. Winicki seconded the motion.

The committee **VOTED** to approve the motion.

II. Governance

A. Lottery Considerations for Next Year

Expansion and clarifying of military preference was discussed. Retained counsel was retained to review our military preference compliance.

Plans are made to clarify with the selection committee that membership on the board of directors does provide student preference but it does not guarantee a placement at the school for a student.

A plan is being made for a singular point of contact on the school staff to field questions in regards to our lottery enrollment policy.

B. Bylaws Discussion

The following items will be reviewed:

- Director terms
- Number of directors
- Removal of directors
- Meeting attendance/engagement
- Abstentions from voting/Conflict of interest

Email feedback and ideas to Farrar Barker, redlines will be made and offered to the BOD for adoption in May.

C. Board Member Engagement and Attendance - M. Hale

III. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:09 AM.

Respectfully Submitted,
K. Goff

Coversheet

Bylaws Discussion

Section: II. Governance
Item: A. Bylaws Discussion
Purpose: Vote
Submitted by:
Related Material: Seaside School Bylaws (2023).docx
Compare - Bylaws.pdf

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 School 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 School. 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 an 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 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.
 - 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 of Directors (the “**Board**”) shall be composed of not less than eight (8) directors or more than fifteen (15) directors. 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 resignation to the Chairman.
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, or (c) failure to actively engage in Board and/or committee work, including 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. 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 or by a majority vote of the Entire Board. 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 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.

5. Conduct of Meetings: All meetings 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.
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.

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 president 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. 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 usually pertain to such office or which are otherwise delegated to such officers by the Board.
5. Resignation: An officer may resign at any time by submitting a written resignation to the Chairman.
6. Removal: An officer may be removed at any time with or without cause by the vote of the Board.
7. 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 June ____, 2023.

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
4883-7516-4003, v. 1

DRAFT

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~~School is the "The Seaside School, Inc.", hereinafter referred to as the "Corporation.""School." The street address of the ~~Corporation's~~School's principal office is 10 Smolian Circle, Seaside, FL 32459. The ~~Corporation~~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~~community's developer, Seaside Community Development ~~Corporation~~School. The School's high school campus operates under the name Seacoast Collegiate High School as of the date of this amendment.

2. Purpose:— ~~The Corporation~~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, literary and scientific purposes within the meaning of, either directly or by contributions to organizations that qualify as exempt organizations under Section 501-(C)-(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 ~~Corporation~~School:
 - a. The ~~Corporation~~School 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.~~

 - 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 Corporation~~School is prohibited from engaging in any activity contrary to the purposes for which the ~~Corporation~~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.

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

SECTION II ~~MEMBERSHIP TO~~ BOARD OF DIRECTORS

~~A. (i) Qualifications:—~~ Qualifications for ~~general membership~~ members of the Board of Directors (the “Board”) 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~~ based on the needs, goals and objectives of the Corporation.

~~(ii) 1. 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 School at 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. time. 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.2. Board Selection Committee:

~~a. **(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.~~

~~b. **(ii.)**—The Board Selection Committee shall be appointed by the Chairman.~~

~~c. **(iii.)**—The Board Selection Committee shall review and consider those individuals which have properly submitted their name an 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 ~~at the Corporation's April or May meeting.~~ The Board Selection 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.~~

~~d. **(iv.)**—The candidates who receive the shall be chosen by a majority of the votes ~~will be elected to fill~~ of the ~~vacancies~~ directors voting. The Board may vote on such candidates as a slate or individually upon motion by a director.~~

~~3. **Number:** The Board of Directors (the “Board”) shall be composed of not less than eight (8) directors or more than fifteen (15) directors. 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 resignation to the Chairman.~~

~~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, or (c) failure to actively engage in Board and/or committee work,~~

including failing to regularly attend or participate in Board and/or committee meetings.

~~D.7. Vacancy:— Any vacancy occurring in the Board of Directors during a member's/director's term may be left vacant or may be filled, at for the discretion/remainder of the Board of Directors, using term. The decision as to whether to leave a position vacant or to fill such position for the above process upon remainder of the term shall be made by a majority vote of the Board of Directors/directors present at any Board meeting of the Board of Directors 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. 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.~~

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. Each director shall annually review, complete and sign a copy of the Conflict of Interest and Code of Ethics policies.

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

1. 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 vote of the voting members of the Entire 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 School shall be the school year. Special meetings may be called by the Chairman or ~~as otherwise provided by these Bylaws~~ by a majority vote of the Entire Board. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board. The minutes of all meetings of ~~Members~~ the Board shall be kept ~~in a book and made available for inspection by Members or their authorized representatives and Board Members at any reasonable time~~ in accordance with applicable law.~~
2. Jurisdiction: Powers: ~~The Board of Directors shall have control and jurisdiction over the~~ affairs and property of the Corporation 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. ~~Subject to the Articles of Incorporation, the laws of the State of Florida and the United States of America, the~~ 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 School. ~~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 regularly evaluate the progress of the Corporation School and to ensure that the policies, rules and regulations of the Corporation 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 ~~directors~~ present declare an emergency, then Directors ~~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.~~
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.~~
5. Conduct of Meetings: ~~All meetings 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.

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.

SECTION IV
~~SECTION V~~ OFFICERS

1. 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/director~~ may serve as more than one (1) officer provided that the secretary and the president shall not be the same person.
2. Composition:— The officers of the ~~Corporation~~School 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~~School in its discretion. The officers shall have those duties as determined by the Board ~~of Directors.~~
3. 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 the general powers and duties of supervision and oversight of the affairs of the ~~Corporation~~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 ~~Corporation~~School, appoint a special committee or call a special meeting. ~~During a recess of the Board of Directors, the Chairman~~
4. Other Officers: The other officers shall have ~~general control such duties and management of the business and affairs of the Corporation~~powers which usually pertain to such office or which are otherwise delegated to such officers by the Board.
5. Resignation: An officer may resign at any time by submitting a written resignation to the Chairman.
6. Removal: An officer may be removed at any time with or without cause by the vote of the Board.

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 thererequired officer positions shall be a quorum present.~~

7. Removal:— ~~An officer may be removed from office at any time upon a majority vote of filled for the unexpired portion of the term by a director elected by the Board of Directors at a meeting at which a quorum is present. to such position.~~

SECTION ~~VI~~V INDEMNIFICATION

Generally:—

1. The ~~Association~~School shall indemnify any ~~Officer, Director~~officer, director or committee member of the ~~Corporation~~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-~~or~~, officer or committee member of the ~~Association~~School, against all expenses (including ~~attorneys'~~attorneys' fees and appellate ~~attorneys'~~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 ~~Association~~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 ~~Association~~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 ~~Corporation~~School shall purchase and maintain a Director and Officer Liability Policy in amounts deemed appropriate by the Board ~~of Directors~~insuring the ~~Corporation~~School and its individual ~~Directors~~directors and ~~Officers~~officers against the defense costs or liabilities arising out of such individuals service as ~~Directors~~directors or ~~Officers~~officers of the ~~Corporation~~School.
3. Non-exclusive:— The ~~rights~~rights of ~~the Director to~~indemnification ~~by the Corporation 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 ~~Corporation~~School shall extend the same indemnification provided in this Section ~~VI~~V to non-Director committee members.

SECTION ~~VII~~VI GENERAL

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

1. Gender: The masculine or feminine gender is used for convenience and is intended to

include the other gender as well.

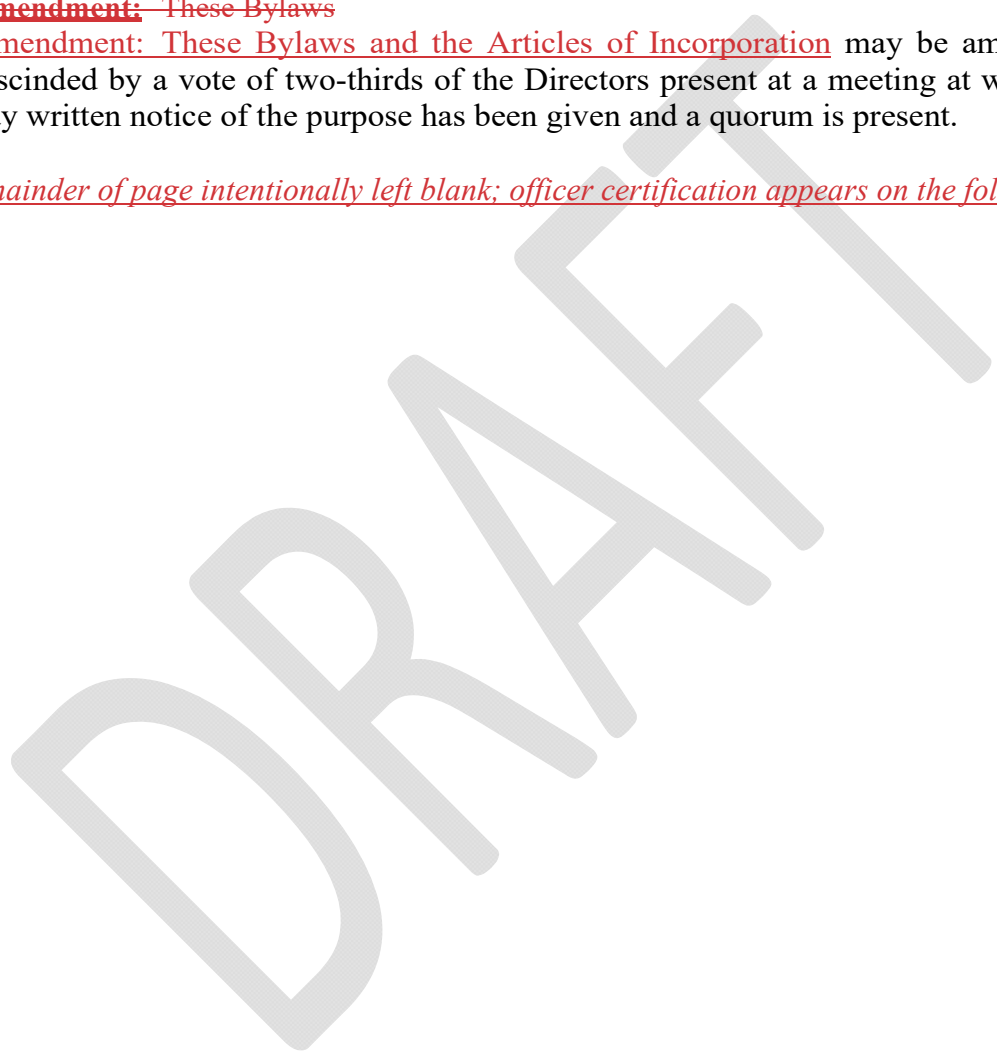
~~**Conduct of Meetings:** All meetings of the Board of Directors shall be conducted according to the most current edition of Robert's Rules of Order, to the extent consistent with the Articles of Incorporation and the Bylaws.~~

~~**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~~

- ~~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 ~~May 21, 2020~~ June ____, 2023.

Chairman, The Seaside Neighborhood School, Inc.

Secretary, The Seaside Neighborhood School, Inc.

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Revised 1999;
Revised 2006;
Revised August 2014.
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