

Bylaws of the North County Charter School, INC.

(a Not-For-Profit Florida Corporation)

Article I

Name

Section 1.1 Name. The name of the Corporation shall be North County Charter School, Inc., (the "Corporation").

Article II

Organization

Section 2.1. Statement of Purposes. The purposes of this Corporation, as expressed in its Articles of Corporation, shall be for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principle 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 and Regulations issued pursuant thereto, as they now exist or as they may be amended.

Section 2.2 Dissolution. In the event of the dissolution of the corporation, the Board of Directors("Board") shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the remaining assets of the Corporations, exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organizations under Section 501(c)(3) of the Internal Revenue Code 1986(or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of by the court having proper jurisdiction where the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III

Membership

Section 3.1 Members. This Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.

Article IV

Board of Directors

Section 4.1 Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein (e.g. Adjournments), the Board may not take any action, except upon approval thereof by the affirmative vote of a majority of the members present, and no action may be passed without the affirmative vote of at least three members present. A quorum necessary to hold any meeting can be no less than three members of the Board present. The affirmative vote of not less than two-thirds (2/3) of the full membership shall be necessary for all actions by the Board relating to the following:

4.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;

4.1.2. Adoption of an amendment to the Articles of the Incorporation or the By-Laws;

4.1.3. Organization of a subsidiary or affiliate by the Corporation, and

4.1.4. Approval if any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2 Number of Directors. The number of Board members in active service shall not be more than seven, or less than five.

Section 4.3 Nomination of Directors. The Board at its annual meeting in June shall nominate new members to the Board or renew current members for another term of one year.

Section 4.4 Election of Directors. Directors nominated by the Board at the June meeting shall take office at the first board meeting following the June meeting.

Section 4.5. Term of elected Directors. The initial Board of Directors named in the articles of Incorporation shall serve as Directors for an initial term to which they are elected. Each elected Director shall hold office for a staggered term of three (3) years.

Section 4.6 Vacancies. In the event of the death or resignation of any Director during the term of office, the President, with the approval of a majority of the remaining Directors shall appoint a successor, who shall serve for the unexpired term of such Director. In the event of more than one vacancy occurring at the same time, the Board for a period not exceed 45 days, may conduct business with no less than three (3) members present.

Section 4.7 Resignation or removal of Directors. A Director of the Corporation may resign at any time by tendering his/her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the

Corporation at its principal place of business. Any elected Director may be removed at any time without cause by a two-thirds (2/3) vote of the other Directors. Any Board member missing (3) consecutive meetings without good cause shall automatically be removed from the Board. For any resignation to be considered “official,” a majority of remaining members must take a vote for the record to “accept” a member’s resignation.

Section 4.8 Annual Meeting of the Board. The annual meeting of the Board shall be held during the month of June of each year, unless the Board by resolution, provides for a different time and place for the holding of such annual meeting.

Section 4.9 Special Meetings. Special meetings of Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more other Directors. Written notice of special meetings shall be given to each Director not less than one (1) day prior to such meeting. The official posting of a special meeting shall be made at least one day in advance of the special meeting, including its single purpose, time and location. The Business to be transacted at any special meeting shall be limited to the single item set forth in the notice or waiver thereof.

Section 4.10. Regular Meetings. The Board shall meet no less than six times each year, including the annual meeting and the meeting intervals shall not exceed sixty (60) days.

Section 4.11. Quorum and Action of the Board. At least three (3) Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, the affirmative vote of a majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment.

Section 4.12 Voting Shares of Stock. In the event the Corporation owns shares of stock in another Corporation, such shares shall be voted by the President, or his designee, as authorized by a vote of the Board as set forth in Section 4.1 herein above.

Article V

Officers

Section 5.1. Number. The Corporation shall have a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. Officers must be residents of the State of Florida and United States citizens. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2. Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.1 hereinabove at the annual meeting of the Board. A duly elected officer shall hold an office term of one (1) year, commencing at the close of the annual meeting, and until their earlier death, resignation or removal.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise (including removal in the event an officer is not reelected during his term in office) shall be filled by an election by the Board as set forth in Section 4.1 hereinabove.

Section 5.4 Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his/her resignation in writing to the President or the Secretary. Resignations shall become effective upon acceptance by majority vote of the Board at its next meeting. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 4.1 hereinabove.

Section 5.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation and shall preside over meetings of the Board of Directors. He/she shall act as a duly authorized representative of the Board and the Corporation in all in which the Board has not formally designated some other person to act. He shall report as directed to the Board at each meeting. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice-President. The Vice-President shall act in place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 5.7 Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation, records or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8 Treasurer. The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Section 5.9 Other officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Article VI

Committees of the Board

Section 6.1 Committees of the Board. The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the Board of Directors shall annually appoint the members and the chairman of the standing committees and shall fill vacancies of any standing committee. Appointments to the standing committees shall be made by the Board of Directors at the annual meeting. In addition, the President may, if so, authorized by the Board, appoint the members and chairman of such special committees as the Board may create, which members and chairman may include persons who are not members of the Board. All committee appointments and the chairman must be approved by a vote of the Board.

Section 6.2. Standing Committee. Standing Committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.3. Special Committees. Special Committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating committee.

Section 6.4 Committee Members Term of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committees of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal

Article VIII

Contracts, Checks, Deposit Books and Records

Section 8.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution accepted by 2/3rds of the full membership of the entire Board, which authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Etc. All checks drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least two (2) officers, or agents of the Corporation and in such manner as shall from time to time determined by resolution of the Board.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.5 Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devise.

Section 8.6 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.7 Financial Statements. Not later than two (2) months are the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statement as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Board member.

ARTICLE IX

CERTIFICATES FOR MEMBERS AND THEIR TRANSFER

Section 9.1 Certificates of Members. The Board shall provide for the issuance of certificates evidencing membership in the Corporation. The form of such certificates shall be determined by the Board. The certificates will be signed by the President or a Vice-President and by the Secretary or an assistant Secretary. The certificates shall be sealed with the corporate seal and shall be separately numbered. The name and address of each member and the date of issuance of the certificates shall be recorded in the corporate records. If a certificate is lost, mutilated, or destroyed, it may be reissued in the manner determined by the Board. The certificates shall be non-transferable.

ARTICLE X

FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of the corporation shall end on the thirtieth day of June of each year.

ARTICLE XI **CORPORATE SEAL**

Section 11.1 Corporate Seal. The Board shall provide a corporate seal which shall be circular in form and shall have inscribed there on the name of the Corporation and the state of incorporation and the words “Corporate Seal”.

ARTICLE XII **NOTICE**

Section 12.1 General. Whenever, under the provision of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or Officer, it shall not be construed to require personal notice, rather, such notice may be given unless otherwise required by these Bylaws, either personally or by depositing the same in a post office box in a postpaid envelope or by delivering the same via parcel delivery service, the cost thereof being prepaid, in either case addressed to such Director or Officer at his address as the same appears in the records of the Corporation; and three (3) days after the same shall be so mailed or delivered to the parcel delivery service shall be deemed to be the time of the giving of such notice.

Section 12.2 Waiver. Whenever by law, the Articles of Incorporation or these Bylaws notice required or permitted to be given to any Director or Officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the Board shall be specified in any written waiver of notice thereof.

ARTICLE XIII **AMENDMENTS**

Section 13.1 By Directors. These Bylaws may be amended or repealed wholly or in part, consistent with any Bylaws adopted by the Board, at any meeting at which a quorum is present by an election by the entire Board in accordance with Section 4.1. hereinabove.

Revised: These by-laws were revised by action of the Board of Directors on **June 12, 2023**.