

BYLAWS
OF
BABCOCK NEIGHBORHOOD SCHOOL, INC.

ARTICLE I. General

Section 1. Name.

The name of the corporation is BABCOCK NEIGHBORHOOD SCHOOL, INC. It is hereinafter referred to as “the Corporation” or “Charter School.”

Section 2. Address.

The Corporation’s mailing address and principal place of business shall be as set forth in the Articles of Incorporation or as otherwise established by the Board of Directors from time to time.

Section 3. Purposes.

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation’s tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the “Code”) and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

Section 4. Dedication of Assets and Dissolution.

The Corporation’s assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

Section 5. Non-discrimination.

The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the charter school or in its admission policies for students. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and upon the effective date of its first charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

ARTICLE II. Sole Member

Section 1. Sole Member.

The sole member of the Corporation shall be Babcock Ranch Foundation, Inc., a Florida non-profit corporation (the "Member"), which will provide fundraising and other support to the Corporation for operation of one or more charter schools.

Section 2. Rights of Sole Member.

(a) Notwithstanding any other provision herein, the Member shall have the right to approve any amendments to these Bylaws that are proposed by the Board, which approval right shall not be unreasonably withheld, and such other rights as are specifically set forth herein and in the Articles of Incorporation.

(b) The Member shall have the authority to approve the board members as set forth in Articles III and IV, below.

(c) The Member shall have the right to remove any member of the Corporation's Board of Directors, upon a majority vote of the Board of the Member, in the event that prior written notice is provided to the Corporation by the Member that such member of the Board of Directors has acted inconsistently with the mission and vision of the Corporation set forth in these Bylaws, and after such member of the Board of Directors has been given a prior opportunity to refute the claim at a meeting of the Board of the Member. Disagreement over binding agreements involving Corporation and the Member, shall not in and of itself, be grounds for removal.

(d) The Member shall have the right to approve any decision by the Board of Directors regarding the disposition of all or substantially all of the Corporation's assets or of one or more charter schools operated by the Corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Corporation.

(e) The Member will not have any additional rights pursuant to Chapter 617, Florida Statutes, except for those set forth in either these Bylaws or the Articles of Incorporation.

Section 3.

If the Member has the right to or is required to approve an action of the Corporation, as provided herein, the Member shall evidence its approval by a written certification stating the Member approved the action in accordance with the requirements of the Member's Articles of Incorporation and/or Bylaws, as the case may be. The action will not be considered approved until the Member's written approval certification is received by the Corporation.

ARTICLE III. Board of Directors

Section 1. Powers.

Except as provided in the Articles of Incorporation, and as otherwise provided in these Bylaws, the direction and management of the affairs of the Corporation shall be vested in a Board of Directors.

Section 2. Number.

The Board of Directors shall consist of a minimum of three (3) persons, with a maximum number set by the Board from time to time in accordance with these Bylaws.

Section 3. Qualifications.

Any person may serve as a Board member for this corporation who has reached the age of majority of the State of Florida and who has been approved by the Member and nominated to be a Board member by the Nominating Committee. Board members do not need to reside in the County in which the Corporation's principal office is located. So long as the Corporation's contract(s) for operation of a public charter school(s) is in effect, all Board members must meet the requirements in said contract, the approved Charter Application(s) and provisions of Florida Statutes and regulations pertaining to governing boards of charter schools.

Section 4. Term.

Board members shall be elected for three year terms, except as otherwise provided for the initial Board members. Beginning in the first fiscal year the Corporation operates as a charter school, the initial Board members shall establish Board Classes by resolution to provide for Board terms to be staggered so that no more than approximately 1/3 of the Board shall be up for election in any year, unless a vacancy or vacancies need to be filled. The starting date and length of the terms of the initial Board members shall be as set forth in the Board Classes resolution.

Section 5. Election.

The names of the initial Board members are set forth in the Certificate of Incorporation. All successor Board members shall be elected by the Board of Directors from a slate of candidates proposed by the Nominating Committee at an election held each year at the annual meeting. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first. Newly elected Board members shall assume office at the first Board of Directors meeting following their election.

Section 6. Term Limits.

Board membership shall be limited to two consecutive three-year terms. Previous Board members shall be re-eligible for membership after a lapse of one year.

Section 7. Resignation and Removal.

A Board member may resign by submitting his or her resignation in writing to the President of the Board of Directors. A Board member may be removed for cause at a meeting of Board members by an affirmative vote of two-thirds of the full membership of the remaining

Board of Directors. Board members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 8. Annual Meeting.

An annual meeting of the Board of Directors for the election of Board members and such other business as may come before the meeting shall be held in May of each year. Prior written notice shall be given not less than 10 days of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. After the effective date of the Corporation's first charter contract, such notice will also be posted and provided as set forth in said charter contract and Florida law.

Section 9. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least once a quarter. For purposes of this Section, the Annual Meeting shall be considered a Regular Meeting. Timely notice of all such regular meetings shall be provided. After the effective date of the Corporation's first charter contract, at least two meetings of the Corporation shall be held each year in the county in which the charter school is located and notices will be posted and provided as set forth in said charter contract and Florida law.

Section 10. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by a petition signed by two or more members of the Board of Directors. Such meetings shall be held upon not less than two business days' notice given personally or by telephone, facsimile, or electronic. Such notice shall specify the time and place of the meeting. After the effective date of the Corporation's first charter contract, such notice will also be posted and provided as set forth in said charter contract and Florida law. Emergency meetings may be held upon notice as required by law.

Section 11. Quorum.

A majority of the full number of Board members shall constitute a quorum of the Board for the transaction of business. Prior to the effective date of the Corporation's first charter contract, quorum may be established by attendance in person or electronically or virtually. After the effective date of any charter contract of the Corporation, quorum may be established by in-person attendance or attendance through communications media technology in accordance with the requirements of Section 1002.33(9), Florida Statutes. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by a charter contract, or by these Bylaws. Every act of a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 12. Vacancies.

If a vacancy should occur in the Board of Directors, a new member of the Board of Directors shall be elected by a majority of a quorum of the remaining members of the Board of Directors. The candidate(s) for filling the vacancy shall be proposed by the Nominating

Committee. The new member shall be elected to serve for the remainder of the vacating director's term as set forth in the Board Classes.

Section 13. Compensation.

Board members receive no payment for their services. With Board approval, Board members may be reimbursed for out-of-pocket expenses incurred on approved board business. Board members must present receipts for all such expenses, which shall be for the Board member only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board prior to reimbursement of any such expenditure to the Board meeting. Each year, at the Annual Meeting, the Board of Directors shall set a schedule of allowable charges for meals, lodging, and mileage expended on Board business. Reimbursements shall not exceed these limitations.

Section 14. Meeting Attendance.

Board members are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Board member after such Board member's three unexcused, consecutive absences to ascertain the Board member's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

Section 15. Open Meetings.

So long as the Corporation's charter contract(s) remains in effect, to the extent required by such laws, rules and regulations as govern the operation of such public charter school; all meetings of the Board of Directors will be open and accessible to the public, noticed and conducted in accordance with the Florida Sunshine Act (Section 286.011, Florida Statutes. Meetings of the Board shall not be closed to the public except as specifically permitted by the Florida Sunshine Act and with prior consultation with legal counsel. The Corporation will establish a policy governing public comment and input in accordance with Florida law.

Section 16. Voting by Unanimous Written Consent and by Proxy.

Prior to the effective date of the Corporation's first charter contract, voting by the Board by unanimous written consent is permitted in accordance with Chapter 617, Florida Statutes. Prior to such date, voting by proxy is also permitted with the provision of a written notice of such proxy to the Secretary of the Board prior to the meeting at which such proxy may be exercised. After the effective date of the Corporation's first charter contract, voting by any written consent or proxy is prohibited.

Section 17. Parent Representative and Principal Attendance.

So long as the Corporation's charter contract(s) remains in effect, the Board must appoint a parent representative to facilitate parental involvement and resolve disputes. The parent representative must reside in the county in which the charter school is located and may be a member of the Board, charter school employee or individual contracted to represent the Board. If the Board oversees more than one (1) school in the school district then a separate parent representative must be appointed for each school. After the effective date of the Corporation's charter contract(s), the parent representative and principal, or his or her designee(s), must attend meetings of the Corporation in person.

ARTICLE IV. Committees

Section 1. Establishment; Membership; Terms.

The Board of Directors may establish and appoint members to such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the Corporation. The permitted activities and scope of each such committee shall be established by the Board at the inception of each such committee and may be amended by the Board from time to time. Committee may be made up of Board members and non-Board members. Committee member terms shall be established upon appointment and shall be one year or less. Committee terms may be renewed. The Board shall appoint a chair for each committee unless otherwise provided in these Bylaws.

Section 2. Nominating Committee.

The Board of Directors shall appoint a Nominating Committee to recommend candidates to fill any vacancies on the Board of Directors. The Nominating Committee will be considered a standing committee. Prior to making candidate recommendations to the Board of Directors, the Nominating Committee will provide a list of potential candidates and their respective background and biographical information to the Member for its review and approval. The Nominating Committee will not recommend any candidate for the Board of Directors who has not been approved by the Member. As part of the nominating process, the Nominating Committee will also provide information to all potential candidates regarding the roles and responsibilities of charter school governing board members as well as the Conflict of Interest Policy for the Corporation.

Section 3. Finance Committee.

The Board of Directors shall appoint a Finance Committee which will be chaired by the Treasurer. The Finance Committee will be considered a standing committee. It will prepare an annual budget for consideration and approval by the Board and will perform such other duties as identified by the Board.

Section 4. Open Meetings.

So long as the Corporation's contract for operation of a public charter school remains in effect, any Standing or Ad Hoc Committees subject to the Florida Sunshine Act (Section 286.011, Florida Statutes) will be noticed and conducted in accordance with such Act.

ARTICLE V. Officers

Section 1. Titles.

The Officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these Bylaws. Officers may hold more than one position at the same time.

Section 2. Election.

The Officers shall be elected from among the Board of Directors at each annual meeting of the Board members and shall serve for one year and until their successors are elected and qualified.

Section 3. Terms.

Officers may serve for as long as the Board of Directors choose to reelect him/her, with their respective terms as Board members.

Section 4. Duties.

Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The President shall be the chief executive officer of the Corporation, responsible, along with his/her fellow Board members, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall have full and equal vote as accorded to all Board members. The President may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The President may delegate, as needed, to any other officer any or all of the duties of the office of President. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

(b) The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all Board members. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the President, including presiding at meetings of the Board of Directors. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Directors and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Business Administrator as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Business Administrator keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to the Member, Board member or as otherwise required by law or charter contract. The Treasurer shall be the chair of the Financial Committee, which shall prepare

an annual budget, in conjunction with the School Director and the School Business Administrator, for the consideration and approval of the Board of Directors.

Section 5. Resignation and Removal.

A Board member may resign by submitting his or her resignation in writing to the President of the Board of Directors. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Directors at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 6. Compensation.

Directors who serve as officers shall not receive any compensation for their services.

ARTICLE VI. Fiscal Year and Check Signing

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing.

The President and Business Manager are authorized to sign checks for the Corporation. The Corporation may authorize other persons to sign checks by written resolution adopted by a majority of a quorum of the Board. The Board of Directors shall establish a policy setting the amount above which checks must have two signatures.

ARTICLE VII. Amendments to Bylaws

The Board of Directors shall have the power to make, amend, or repeal the Bylaws of the Corporation, either in whole or in part. The Bylaws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all Board members not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board. Such amendment to the Bylaws will not be effective until approved in writing by the Member.

ARTICLE VIII. Additional Provisions

Section 1. Indemnification of Officers and Board Members.

The Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capabilities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of

Directors may determine, up to and including the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2. Insurance.

The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 3. Audit.

At the close of the first fiscal year of charter school operation, the accounts of the Corporation shall be audited by an independent auditor, who meets the requirements set forth in Florida law for auditors of charter schools and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be selected in accordance with the procedures required by law. The audit shall be done in compliance with Florida Statutes governing charter schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with legal requirements.

These Bylaws were adopted by a 2/3 majority of the Board of Directors at its meeting held on October 11, 2016.

_____ (original signed document available at Corporate office).
Dorothy Rea, Board Secretary

Approved by the Member, Babcock Foundation, Inc., this ____ day of _____, 2016.

Name _____
Its _____