

BYLAWS
OF
EXPRESSIONS LEARNING ARTS ACADEMY, INC.

A Florida Corporation Not For Profit

ARTICLE I

DEFINITIONS, PURPOSES, AND POWERS

Section 1.1 Definitions. The terms set forth below shall have following meanings unless otherwise required by the context in which they may be used:

1.1-1. Articles of Incorporation. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Academy filed with the Department of State of Florida on the 2nd day of November, 1998.

1.1-2. Board. The term "Board" shall mean the Board of Directors of the Academy

1.1-3. Bylaws. The term "Bylaws" shall mean the Bylaws of the Academy except where reference is specifically made to the bylaws of another entity or unit.

1.1-4. Director. The term "Director" shall mean an individual who is a Director of the Academy as described in Article IV.

1.1-5. Founding Directors. Those directors who initiated the Academy. These directors are listed in the Articles of Incorporation.

1.1-6. Majority. The term "majority" shall mean fifty-one percent (51%) of the applicable total number.

1.1-7. Officer. The term "Officer" shall mean one or more of the positions as provided in Article VII.

1.1-8. President. The term "President" shall mean the President of the Academy as set forth in Article VII.

1.1-9. Academy. The term "Academy" shall mean Expressions Learning Arts Academy, Inc., a Florida corporation not for profit.

1.1-10. State. The term "State" shall mean the State of Florida.

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Section 1.2. Statement of Purpose. Expressions Learning Arts Academy, Inc. is a broadly based, nonprofit community organization whose purpose is exclusively educational and charitable and is to secure and distribute contributions from individuals, corporations, and foundations for the benefits of the students of the Charter School in Alachua County which it will operate. The specific purposes of the Academy shall be:

1.2-1. To operate exclusively for the benefit of and to carry out the purposes of a charter elementary school within the Alachua County school district;

1.2-2. To solicit and raise funds, and to receive by way of gift, purchase, grant, devise, will, or otherwise, property, real, personal, or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey, and otherwise dispose of all such property in furtherance of the objectives and purposes of this Academy

1.2-3. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

1.2-4. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the restrictions set forth in the Articles of Incorporation and these Bylaws.

Section 1.3. Powers. Except as limited by the Articles of Incorporation or these Bylaws, the Academy shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not For Profit Corporation Act, including, without limitation, the following powers:

1.3-1 To encourage, motivate, accept, hold, invest, reinvest, and administer and gifts, bequests, and devises of property of any sort, without limitation as to amount or value, and to use, disburse, loan, or donate the principal thereof or income earned thereupon in support of the charitable and educational purposes and activities of the Academy

1.3-2. To exercise all of the powers of a not for profit corporation under the laws of the State, provided, however, that such is not inconsistent with the Academy's exclusively charitable educational purposes, nor with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any future United States Internal Revenue Law; and

1.3-3 To do and perform all other acts and things which may be incidental to and come within the scope of any of the foregoing objectives and purposes, or which may be necessary and appropriate for carrying out any of the Academy's previously enumerated objectives and purposes

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OFFICES

The Academy shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office).

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Membership

The members of the academy shall be its Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. All of the business and affairs of the Academy shall be managed by the Board of Directors in a manner consistent with these Bylaws and other applicable permitted by law, by appropriate resolution, the Board may authorize one or more Board Committees to act on its behalf when it is not in session.

Section 4.2 Number of Directors. The Board shall consist of a minimum of four (4) and a maximum of seven (7) Directors, the exact number to be established from time to time by resolution of the Board.

Section 4.3 Appointed Directors. The Founding Directors will serve as members of the Board of Directors commencing immediately upon the incorporation of the Academy by the State and will serve on full term on the Board of Directors. The administrator of the charter school founded by the Board shall be a member of the Board for the duration of his or her term as administrator. The President of the Academy's School Parent Organization shall be an Appointed Director of the Board of Directors for the term of his or her office on the School Parent Organization.

Section 4.4 Elected Directors. Each director, other than the appointed Directors, shall be deemed "Elected Director" and shall be elected by the Board at its annual meeting for a three year term commencing immediately following the annual meeting next following and upon election and qualification of his or her successor. Directors may be elected for successive terms without limitation.

Section 4.5 Regular Meetings. An annual meeting of the Board shall be held each year for the purpose of electing Directors, electing Officers and for the transaction of such other (continued page 4)

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business as may come before the meeting. The Board shall also have regular meetings, the frequency of which is consistent with the needs of the Academy and, unless the Board shall provide otherwise by resolution, regular meetings of the Board shall be held at least three times per year excluding the annual meeting. The Board may by resolution prescribe the time and place for holding of the regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Board does not prescribe the time and place for the regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meeting.

Section 4.6. Special Meetings. Special meetings of the Board may be called by or at the direction of the President, the Vice President, or the written request of any three (3) members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof, provided that the place of meeting shall be in Alachua County, Florida.

Section 4.7. Notice. Except as otherwise provided herein, notice of the time and place of any regular or special meeting of the Board shall be in writing and mailed at least seven (7) days previous thereto.

Section 4.8. Quorum. At least fifty-one percent (51%) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

Section 4.9. Manner of Acting.

4.9-1. Formal Action by Board. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, The Articles of Incorporation, or these Bylaws.

4.9-2. Informal Action by Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a quorum if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board.

Section 4.10. Resignations and Removal. Any member of the Board may resign from the Board at any time by giving written notice to the President or the Secretary, and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Board may be removed from office at any time with or without cause by a two-thirds (2/3) vote of the Board.

Section 4.11. Vacancies. Any vacancy occurring in the membership of the Board shall be filled by the Board. A member of the Board appointed to fill a vacancy shall be appointed for the unexpired term of such member's predecessor in office.

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Section 4.12. Compensation. Members of the Board, as such, shall not receive and stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Academy in any other capacity and receiving compensation therefore.

Section 4.13. Attendance. Each member of the Board shall be required to attend at least sixty percent (60%) of all meetings of the Board per calendar year duly convened pursuant to these Bylaws unless excused by the President. Any such member who fails to meet this minimum requirement of attendance shall be deemed to have resigned such position effective the last meeting thereof during such year.

Section 4.14. Procedure. The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law. In the absence of the Board adopting its own special rules of procedure as provided for herein, the Board will conduct its affairs in a manner which is fair and equitable to all Directors.

ARTICLE V

COMMITTEES

Section 5.1. Designation. The Academy shall have an Executive Committee and may have one or more other standing committees as may be designated from time to time by the Directors or the President.

Section 5.2. Functions. Except with respect to the Executive Committee or where a committee is specifically delegated authority to act when the Directors are not in session, committees shall serve in an advisory capacity to the Directors regarding those aspects of the business and affairs of the Academy to which they have been delegated responsibility.

Section 5.3. Duties of Committees. The duties of committees shall be as follows:

5.3.1 Executive Committee. When the Directors are not in session and prudent management requires prompt action, the Executive Committee shall have and exercise all of the authority of the Directors in the management of the Academy, except as such authority is limited by resolution of the Directors, and any such action shall be submitted to the Directors at their next meeting for their review. The Executive committee shall assist in the preparation and modification of long range and short range plans to assure that the Foundation's programs are attuned to meeting the educational needs of the community served by the Academy, coordinating the Academy's services with those of other educational organizations and related community resources. Additionally, the Executive Committee shall have the following responsibilities and duties:

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- A. Counsel with Officers of the Academy on both current and long-term fiscal affairs and make recommendations to the Directors concerning the fiscal affairs of the Academy.
- B. Perform such other duties related to fiscal matters as may be assigned to it by the Directors or by the President.
- C. Make recommendations to the Directors concerning candidates for election as Officers of the Academy and for election as Directors.

5.3-2. Additional Committees. Additional committees which are designated by the Directors or the President pursuant hereto shall discharge such responsibilities as may be assigned to them by the authority establishing said committees.

Section 5.4. Powers. A committee shall have and exercise all the authority granted to it by the authority establishing said committee. A committee shall exercise no authority except that which has been granted to it by the Directors.

Section 5.5. Appointment of Committee Members. As committees are deemed necessary or appropriate, the President shall appoint committee members, who may or may not be Directors, and shall designate a chair of each committee.

5.5-1. The Executive Committee shall include the President, Vice-President, Secretary, and Treasurer among their number.

Section 5.6. Tenure of Committee Members. The members and chair of each committee shall take office on the day of their appointment and hold office until the next succeeding annual meeting of the Board.

Section 5.7. Compensation. Committee members shall not receive and stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Academy in any other capacity and receiving compensation therefore.

ARTICLE VI

COMMITTEE MEETINGS

Section 6.1 Meetings Committee meetings may be called by the chair or by any two (2) committee members. Committee meetings shall be held at the principal place of business of the Academy or at an appropriate site designated by the committee chair. Written, printed, or oral notice stating the place and time of committee meetings must be given to each committee member not less than three (3) days prior to said meeting.

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Section 6.2. Quorum. A majority of the number of committee members shall constitute a quorum for the transaction of committee business.

Section 6.3. Voting. Each committee member who is present at any committee meeting shall be entitled to one (1) vote on each matter submitted to a vote of committee members.

Section 6.4. Procedure. The committees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

ARTICLE VII

OFFICERS

Section 7.1. Officers. The officers of the Academy shall be a President, a Vice President, a Secretary, and a Treasurer. All Officers shall be selected from the membership of the Board of Directors. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Board or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice President, Secretary, Treasurer.

Section 7.2. Appointment and Tenure. All officers shall be elected each year by the Board at its annual meeting for terms of one year, or until their successors have been duly elected and qualified, or until their death, resignation, or removal.

Section 7.3. Resignations and Removal. Any Officer may resign at any time by giving written notice to the President, or to the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Board whenever in its judgment the best interests of the Academy would be served thereby.

Section 7.4. Vacancies. A vacancy in an office may be filled by the Board for the unexpired portion of the term.

Section 7.5. President. The President of the Board shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Board of Directors in these Bylaws. The President shall be the chief operating officer of the Academy, carrying out the directives of the Board and performing functions necessary and proper to assure that the policies, objectives, and aims of the Academy are adhered to. The President may sign, with the Treasurer or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution

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thereof shall be expressly delegated by the Board, by these Bylaws, or by statute, to some other Officer or agent of the Board or Academy

Section 7.6. Vice President. The Vice President shall perform such duties as may be assigned by the Board, the President, or these Bylaws. In the absence of the President, the Vice President shall perform the duties of the President.

Section 7.7. Treasurer. The treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all funds and securities of the Academy, to deposit the same for safekeeping with any bank or banks or other institutions or securities firms as the Board of Directors may designate and shall keep regular full and accurate accounts of all receipts and disbursements, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board, the President, or these Bylaws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the Academy and keep the Board informed thereof.

Section 7.8. Secretary. The Secretary shall, subject to the direction of the President, cause to be kept a record of the meetings of the Board and all Board Committees in one or more books provided for that purpose; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the Academy, shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board, The President, or these Bylaws.

Section 7.9. Compensation. Officers, as such, shall not receive and stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Academy in any other capacity and receiving compensation therefore.

ARTICLE VIII

MISCELLANEOUS

Section 8.1. Contract The Board may authorize any Officer of the Academy to enter into any contract or execute any instrument in the name of and on behalf of the Academy and such authority may be general or confined to specific instances.

Section 8.2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such Officer or Officers of the Academy and in such a manner as shall from time to time

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be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 8.3. Deposits. All funds of the Academy shall be deposited from time to time to the credit of the Academy in one or more such banks, trust companies, securities firms, or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts or other forms of account and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 8.4. Gifts. The Board may accept on behalf of the Academy and contributions, gifts, bequests, or devises for and consistent with the general purposes, or for and consistent with and specific purposes, of the Academy

Section 8.5. Books and Records. The Academy shall keep correct and complete books and records of account and shall also keep records of the actions of the Academy which records shall be open to inspection by members of the Board at any reasonable time.

Section 8.6. Annual Report. The President shall cause an Annual Report to be submitted to the Board no later than 120 days after close of each fiscal year of the Academy. An annual post-audit of the Academy's operation shall be conducted in accordance with Florida statutes and State Board Rules.

Section 8.7. Fiscal Year, Accounting Election. The fiscal year of the Academy shall end on June 30, and methods of accounting for the Academy shall be as the Board shall determine from time to time by resolution of the Board.

Section 8.8. Seal. The President shall cause to be designed a corporate seal, such seal to be circular in design and inscribed with the words "Expressions Learning Arts Academy, Inc. Non-Profit" in the outer edge thereof. The center of the seal will be inscribed with the words "Corporate Seal 1998 Florida".

Section 8.9. Notice. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Academy

Section 8.10. Loans to Members of the Board and Officers Prohibited. No loans shall be made by the Academy to members of the Board or Officers.

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Section 8.11. Indemnification of Members of the Board, Officers and Others. The Academy shall indemnify any member of the Board or Officer or former member of the Board or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida Not For Profit Corporation Act. By order of the Board, the Academy may, under comparable terms and limitations, indemnify employees and agents of the Academy with respect to activities within the scope of their services as members of the Board Committees, Officers, or other officials of the Academy

Section 8.12. Revocability of Authorizations. No authorization, assignment, referral, or delegation of authority by the Board to any committee, Officer, agent, or other official of the Academy, or any other organization which is associated or affiliated with, or conducted under the auspices of the Academy shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

Section 8.13. Employees of the Academy The Board of Directors may employ such personnel as it deems necessary or desirable for the efficient operation of the Academy

Section 8.14. Duality of Interests. Any contract or other transaction between the Academy and one or more of the members of the Board or Officers, or between the Academy and any other corporation, firm, association, or other entity in which one or more of the members of the Board or Officers are members of the board, or officers or have a significant financial or influential interest, shall be authorized or entered into by the Academy only after all of the following conditions are met:

8 14-1. The relevant and material facts as to such member of the Board's or Officer's interest in such contract or transaction as to any common directorship, officership, or financial, or influential interest were disclosed in good faith in advance, by such member of the Board or Officer, to the Board, and such facts are reflected in the minutes of the Board Meeting; and

8 14-2. The relevant and material facts, if any, known to such interested member of the Board or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Academy's interest were disclosed in good faith in advance by such member of the Board or Officer to the Board, and such facts are reflected in the minutes of the Board Meeting; and

8 14-3. Such interested member of the Board or Officer has, as determined by the judgment of the Board: (i) made the disclosures and fully responded to questions concerning the matters referred to in (8.14-1) and (8.14-2) above; (ii) demonstrated to the reasonable satisfaction of the Board that the contract or transaction is fair and reasonable

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to the Academy at the time such contract or transaction is authorized; and (iii) not otherwise significantly influenced the action of the Board with respect to the contract or transaction; and all such determinations by the Board are reflected in the minutes of the Board Meeting; and

8.14-4. The Board authorized such contract or transaction by a vote of at least a majority of the members of the Board present at a Meeting at which a quorum was present.

The Board may adopt duality of interest policies for the Academy including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by members of the Board, Officers, professional advisors, key employees, and other officials of the Academy disclosing any existing and potential dualities of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

Section 8.15. Rules. The Board may adopt, amend, or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Academy and the governance of its Officers, agents, Board Committees, and employees.

Section 8.16. Voting of Shares Owned by the Academy Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Academy to attend, to vote and to grant proxies to be used at any meeting of shareholders of any corporation or otherwise exercise rights of any entity in which the Academy may hold stock or otherwise be a member. The Board may confer like powers upon any other person or persons.

Section 8.17. Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 8.18. Articles and Other Headlines. The Article and other headlines contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE IX

AMENDMENTS TO BYLAWS

The power to make, alter, amend, or repeal the Bylaws shall be vested solely in the Directors of the Academy, provided, however, that the text of any proposal to alter, amend, or repeal the Bylaws must be given to all Directors with the notice of the meeting at which the proposal is to be considered, and provided that a quorum of the directors be present at said meeting and that those directors present adopt the change in bylaws by a majority vote.

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The Founding Directors of Expressions Learning Arts Academy, Inc., having reviewed these Bylaws do, by their signature affixed below, adopt said Bylaws in their entirety.

Reviewed and Adopted:

Cheryl Valantis
Cheryl Valantis

Dec. 2, 1998
Date

Lera "Josie" Davenport
Lera Josephine Davenport

12-2-98
Date

Marsha Bartek
Marsha Bartek

12/2/98
Date

Juniper Di Giovanni
Juniper Di Giovanni

12-2-98
Date