

STA/STPA/STSC
GOVERNING BOARD
MEMBER PACKET
VIRTUAL ANNUAL
MEETING
September 15, 2020

SouthTech Charter Academy, Inc.
SouthTech Preparatory Academy, Inc.
SouthTech Success Center, Inc.

Steven Kozak, Interim Executive Director
Eileen Turenne, SouthTech Academy Principal
Nicole Handy, SouthTech Preparatory Academy Principal

**SOUTHTECH CHARTER ACADEMY, INC.
SOUTHTECH PREPARATORY ACADEMY, INC.
SOUTHTECH SUCCESS CENTER, INC.**

**DBA SouthTech Schools
Virtual Annual Meeting Agenda
September 15, 2020**

1. Call to Order – Steven Kozak, Interim Executive Director

Roll Call: Board Secretary – Confirm Quorum Present

Roger Dunson	Ayesha Edmond	Russell Feldman
Dan Heller	Diane Heinz	Robert Kesten
Carl McKoy	Suzanne Nicolini	James Notter

A. “Section Three, 3.3 Annual Meeting” *

The Board of Directors shall meet annually at the principal office of the School, or at such place within the County of Palm Beach in the State of Florida, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held on the specific day, the Directors may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. The Board of Directors shall set the date of the annual meeting approximately 90 days after the end of each fiscal year so that financial statements of such immediately prior fiscal year may be available for review at such annual meeting.

2. Election of Directors

A. “Section Two, 2.2 Determining the Number of Directors” *

The Directors annually at their annual meeting shall determine the number of directors, which shall be no less than 7 and no more than 15 and shall elect the number of Directors so determined. The Board of Directors will consist of at least one member from each of the following groups: (i) \ parents or guardians of school students; and (ii) members of the community including those with business, legal and financial skills if available. The Directors may, at any special or regular meeting by an affirmative vote of a majority of Directors then in office, increase the number of Directors and elect new Directors to complete the number so fixed, or they may, by a similar vote, decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. The Directors may by an affirmative vote of a majority of Directors then in office fill any vacancy or vacancies on the Board and may exercise all their powers notwithstanding any vacancy or vacancies in their number. All Directors shall hold staggered terms of office with elections three years from the time of their election and thereafter until their respective successors are chosen and qualified;

provided however that one third of the initial Members be elected initially for a one year term; one-third of the Members be elected initially for a two year term, and; one-third of the Members be elected initially for a for a full three year term. The Director shall hold such office until said Director shall retire, resign, or be removed as a Director by the Board of Directors, as herein provided.

B. “Section Two, 2.3 Resignation and Removal” *

Any Director may resign by delivering a written letter of resignation to the Board Chairperson or to the School at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some time later. Any Director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

**C. Introduction of candidates up for renewal to a three-year term through September 30, 2023:
Dan Heller and Robert Kesten**

D. Election of Directors

3. Elections of Officers

Chairperson
Vice Chairperson
Treasurer
Secretary

4. Installation of Directors and Officers

5. Board Discussion

6. Motion to Adjourn

Introduced by _____ seconded by _____
All in favor _____ opposed _____
Time _____

*** SouthTech Charter Academy, Inc., SouthTech Preparatory Academy, Inc., SouthTech Success Center, Inc. By-laws**

South Tech Academy is operated under the By-Laws of South Tech Charter Academy, Inc, a not for profit Corporation, incorporated in the State of Florida. The By-laws are reproduced here so they may be subject to the same periodic review and update as other Governing Board policies.

By-Laws

SOUTH TECH CHARTER ACADEMY, INC.

SECTION ONE

General Provisions

1.1 Charter These By-laws are hereby adopted for and on behalf of SouthTech Charter Academy, Inc., a Florida not-for-profit corporation (hereafter called "School"). The name and purpose of the School shall be as set forth in its Articles of Incorporation and the conversion school Charter, (to be issued by the State of Florida), as amended from time to time. Said organization is organized exclusively for educational purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.2 Location The principal office of the School shall initially be located at the place set forth in the Articles of Incorporation. The Directors may change the location of the principal office within the State of Florida. The Directors may establish other offices and places of business in Florida or elsewhere as permitted by the School District and by law.

1.3 Fiscal Year Except as from time to time otherwise determined by the Directors of the School, the fiscal year of the School shall be the fiscal year of the Palm Beach County School District.

SECTION TWO

Directors

2.1 Powers A Board of Directors, who are hereinafter referred to as Board Members, shall manage the affairs of the School and may exercise all its powers with respect to the School, as set forth in these By-laws.

2.2 Number The Directors annually at their annual meeting shall determine the number of directors, which shall be no less than 7 and no more than 15, and shall elect the number of Directors so determined. The Board of Directors will consist of at least one member from each of the following groups: (i) parents or guardians of school students; and (ii) members of the community including those with business, legal and financial skills if available. The Directors may, at any special or regular meeting by an affirmative vote of a majority of Directors then in office, increase the number of Directors and elect new Directors to complete the number so fixed, or they may, by a

similar vote, decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. The Directors may by an affirmative vote of a majority of Directors then in office fill any vacancy or vacancies on the Board and may exercise all their powers notwithstanding any vacancy or vacancies in their number. All Directors shall hold staggered terms of office with elections three years from the time of their election and thereafter until their respective successors are chosen and qualified; provided however that one third of the initial Members be elected initially for a one year term; one-third of the Members be elected initially for a two year term, and; one-third of the Members be elected initially for a for a full three year term. The Director shall hold such office until said Director shall retire, resign, or be removed as a Director by the Board of Directors, as herein provided.

2.2.1 Parent / Guardian Representative. The parent / guardian representative(s) shall be the parent or guardian of students enrolled in the School. The parents / guardians of the students shall be encouraged to meet and to make suggestions as to nominees for Board representation. The parent / guardian representative may hold office only so long as the parent or guardian has a child properly enrolled at the School. A child shall not be properly enrolled at the School if, among other things, the child is dismissed from the School or transferred to another school. If possible, a parent guardian representative shall also be a member of the School Improvement Steering Committee.

2.2.2 Other Directors All other Directors shall be elected by the Board of Directors. Any member of the Board of Directors may make nominations for the position of Director. In its discretion, the Board of Directors may appoint a Nominating Committee pursuant to section 4.2 hereof.

2.3 Resignation and Removal Any Director may resign by delivering a written letter of resignation to the Board Chairperson or to the School at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some time later. Any Director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

SECTION THREE

Meetings

3.1 Regular Meetings All meetings of the Board of Directors shall be open to the public. Regular scheduled meetings of the Board of Directors shall be held no less than monthly at such places and times as the Board of Directors shall designate.

3.2 Special Meetings Special Meetings of the Board of Directors shall be held at such

times and places as shall be designated by the Chair or upon the written request of any member of the Board of Directors. At Special Meetings, business shall be conducted in such order as from time to time the Board of Directors may determine.

3.3 Annual Meeting The Board of Directors shall meet annually at the principal office of the School, or at such place within the County of Palm Beach in the State of Florida, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held on the specific day, the Directors may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. The Board of Directors shall set the date of the annual meeting approximately 90 days after the end of each fiscal year so that financial statements of such immediately prior fiscal year may be available for review at such annual meeting.

3.4 Notice of Meetings Notice of any meeting of the Board of Directors shall be given as herein provided at least 5 days prior to such meeting unless due to an emergency situation a reasonable shorter notice period is appropriate under the circumstances. Public notice, if any, of such meetings shall be given as required by Florida law. Notice of the date, time, and place of all meetings of the Directors should be given to each Director by the Secretary or designee or by the Director calling a Special meeting. Such notice shall be given to each Director by mail, delivery service, facsimile transmission or electronic mail sent to such Director's usual or last known business or home address. Except as required by law, notice of any meeting of Directors need not be given, (i) to any Director who, either before or after the meeting, deliver a written waiver of notice, executed by the Director (or the Director's attorney thereunto authorized, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. Except as otherwise required by law, the Charter or these By-laws, a notice or waiver of notice need not specify the purpose of any regular or special meeting unless such purpose is, (i) the amendment or repeal of any provision of the Charter or these By-laws, or (ii) the removal of a Director or an Officer.

3.5 Quorum A majority of the Directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Charter or these By-laws, or any applicable law requires a different vote.

3.6 Electronic Attendance Board members may attend Board meetings, workshops and retreats; participate at such Board meetings, workshops and retreats through the use of communications media technology, as long as a quorum of Board members are physically present at the Board meeting, workshop or retreat.

3.7 Extenuating Circumstances The absentee Board member shall notice the Chair, or Chair Designee of his/her request to participate via communications media technology based on extraordinary circumstances.

3.8 Discussion All members are invited to engage in full discussion on all matters coming before the Board of Directors during duly called meetings. Matters which are deemed to be too detailed or require extended analysis and review may be assigned by the Chair to an appropriate Committee, task force or work group to work through the details and report their deliberations to the Board of Directors at the next Board of Directors meeting, or a Special Meeting may be scheduled, or the Chair may elect to limit or bring discussion to closure within a designated time as prescribed in Roberts Rules of Order. Any member of the public who is not a member of the Board of Directors may address the Board of Directors on any agenda matter at the beginning of said agenda item during the discussion a meeting and any non agenda matter at the end of a meeting. Each non member speaker is limited to no more than five (5) minutes unless otherwise granted by the Chair or Vice Chair.

3.9 Order of Business to be Considered Any business requiring exceptional scrutiny and analysis coming before the Board of Directors for formal action may be referred to the appropriate Committee for discussion and analysis unless such business is deemed by the Chair to be of such urgency that delay would be harmful to the Board of Directors or the School. Upon completion of Committee deliberations, the Committee Chair or designee will report, as appropriate, its findings to the full Board of Directors. At the discretion of the Chair, any new business may be considered at a duly constituted and noticed Regular Meeting or Special Meeting. The Chair may designate a time certain to accommodate reasonable discussion of new business, or, may assign such business to the appropriate Committee for deliberation. For the purpose of meeting deadlines due to time and/or resource constraint(s), the Board authorizes the Superintendent, or designee, and the Board Chair, or designee, to officially sign, execute, and submit time-sensitive documents such as, but not limited to: grants, reports, contracts, agreements, or other business-related documents for which the due date falls between prior and pending Board Meetings, but for which circumstances prevented the item of business being acted upon at the prior Board meeting. A notification will be sent to Board members upon submission of the subject document, and, in the case of grants and other revenue, a request for a vote of acceptance upon the award of said resource(s) to the SouthTech Schools System, in whole or in part. Reports, contracts, agreements, and other business-related documents would be brought before the Board for a ratification vote at the next pending Board Meeting. The sole purpose of this operational action is to better the School or System and directly benefit students or staff in situations where time or resources would otherwise negate a timely resolution. This conditional stipulation will become effective immediately and be annually renewed as part of the Annual Meeting.

3.10 Minutes A person designated by the Board of Directors shall prepare minutes of each Regular, Special and Annual meeting stating action taken at such meeting, and shall submit them to members as expeditiously as possible for their review. Any member may propose a correction at the meeting at which the minutes are subject to approval. The minutes together with such proposed corrections shall then be submitted for approval by the Directors during such meeting.

3.11 Maintenance of Records All regular meetings of the Board of Directors may be

recorded at the discretion of the Board. Written minutes of the action items at each meeting shall be public documents. The records of all meetings of the Board of Directors, the names and addresses of the Directors and Officers of the School, and the originals or attested copies of the Charter and By laws of the School shall be kept at the Superintendent or Management Company Representative's office of the School. Files containing Board of Directors minutes, correspondence, tapes, if any, and records shall be maintained at such office. Copies of documents shall be supplied in accordance with the Florida Public Records Law.

SECTION FOUR

Committees

4.1 Committees The Directors may elect or appoint such committees (which may include individuals who are not Directors) as they may from time to time determine necessary or advisable, may delegate to the extent permitted by law, the Charter, or these By-laws, such power and duties thereto as they may deem advisable; provided, however, that any committee to which the powers of the Directors are delegated shall consist solely of Directors and provided, however, that all committees shall be chaired by a Director. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. A quorum, however, is NOT required for deliberations to continue, since any insufficiency will be rectified by reporting the committee's recommendation to the Board at which a quorum DOES need to be present for any approval or implementation of action. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors, or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors. The members of any committee shall serve on such committee at the pleasure of the Directors.

4.2 Nominating Committee In its discretion, the Board of Directors may elect a Nominating Committee at least 90 days before the annual meeting of the Board of Directors. If so elected, the Nominating Committee shall consist of three (3) Directors and two (2) individuals who are neither Directors nor officers of the School. The Superintendent or Management Company Representative of the School shall be a member of the Nominating Committee. The Nominating Committee shall, at least 30 days before the annual meeting of the Board of Directors, nominate candidates to serve as members of the Board of Directors.

4.3 Parental Involvement and Fund Raising Activities Committee In its discretion, the Board of Directors may appoint a Parental Involvement and Fund Raising Activities Committee. Such Committee shall plan and supervise all such activities and help ensure maximum participation of parents in activities of the School.

4.4 Personnel Evaluation Committee In its discretion, the Board of Directors may appoint a Personnel Evaluation Committee. Such Committee shall establish criteria for the

recruitment, evaluation, and contract renewal of the employees of the School and shall determine salaries and bonuses for such employees. If the Board creates such Committee, the School Superintendent or Management Company Representative shall serve on such Committee. In addition, in its discretion, the Board of Directors may establish procedures and criteria for the evaluation of the Superintendent or Management Company Representative said criteria will be applied by the Personnel Committee during its evaluation of employees as set forth above.

4.5 Educational Policy Committee In its discretion, the Board of Directors may appoint an Educational Policy Committee. Such Committee shall review and recommend revisions to the curriculum of the school as necessary. The Superintendent or Management Company Representative and parent representatives shall serve on such Educational Policy Committee and the Directors shall annually elect at least three other Directors to serve as members of the Committee for a term of one year.

4.6 Board Advisors In its discretion, the Board of Directors may designate certain persons or groups of persons to serve as advisors to the Directors. Such persons shall serve in an honorary capacity and, except as the Directors may otherwise designate, shall in such capacity have no right to take any official action on behalf of the School or the Board of Directors.

4.7 School Improvement Steering Committee In its discretion, the Board of Directors may appoint a School Improvement Steering Committee consisting of a Director to serve as chair, another Director to serve as back-up chair, the School Principal, and such members of the community at large, teachers, education support employees, students, and parents so as to represent the demographics of the school as nearly as possible. Teachers, education support employees, students, and parents shall be elected by their peer groups and confirmed by the Governing Board.

SECTION FIVE

Officers

5.1 Chairperson and Vice-Chairperson of the Board The Directors may elect at the annual meeting a Chairperson and Vice-Chairperson of the Board of Directors. The office of Chairperson and Vice-Chairperson shall be for a term of one year. Except as otherwise provided by law, the Chairperson and Vice-Chairperson shall hold office until the next annual meeting of the Directors or the special meeting held in lieu thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in electing or appointing them. The Chairperson and Vice-Chairperson may serve in such capacity for as many terms as the majority of members continue to elect them through the specified electoral process. The fact that an individual is currently serving as Chairperson and Vice-Chairperson shall not create any presumption that such individual shall be nominated for either such position in any subsequent year.

Duties: The Chairperson shall establish the agenda for all meetings of the Board of Directors in consultation with the Superintendent or Management Company Representative and as appropriate in the discretion of the Chairperson, with other

members of the Board of Directors. The Chairperson shall preside over all meetings of the Board of Directors and shall have other powers, as the Board of Directors shall determine. The Chairperson shall serve as signatory on financial accounts and official school business. Acting as spokesperson for the Governing Board also falls under the Chairperson's duties of office. In the absence of the Chairperson at any meeting of the Board, the Vice-Chairperson shall exercise the rights and perform the functions of the Chairperson. In the absence of the Chairperson and the vice Chairperson, the Secretary shall exercise the rights and perform the functions of the Chairperson.

5.2 Vice Chair: In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chair and when so acting shall have all the powers of and subject to all restrictions upon the Chair. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be conclusive evidence of the absence or inability to act by the Chairperson at the time such action was taken. The Vice Chairperson shall perform such other duties as, from time to time, may be assigned to him/her by the Chairperson or by the Board of Directors.

5.3 Treasurer The Treasurer shall chair a finance committee composed of Board members appointed by the Board Chair, and appropriate School staff and consultants and serve as signatory on financial accounts. The committee shall meet at least monthly to review and assess the financial condition of the School. The Treasurer shall present a report on the financial condition and affairs of the School, along with any recommendations for Board action at each meeting of the Board of Directors. The Treasurer shall review all financial filings required by the School District of Palm Beach County, State of Florida, the Internal Revenue Service and any other government agency. The Treasurer shall have such other powers and duties as are usually incident to that office and may be vested in that office by these By-laws or by the Directors.

5.4 Secretary The Secretary shall maintain records of all action items at all meetings of the Directors in a book or series of books kept for that purpose. The Secretary, or designee, shall give such notices of meetings of Directors as are required by the Charter, these By-laws, or state law. No longer than five days before any meeting of the Board of Directors, the Secretary, or designee, shall distribute to the members of the Board of Directors copies of any minutes of the prior meetings of the Board of Directors that have not been approved by the Board of Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary at such meeting. The Secretary shall oversee the person designated by the Board to record the minutes of all action items taken by the Board at any meeting. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall exercise the rights and perform the functions of the Chairperson.

5.6 Other Officers Other officers shall have such duties and powers as may be designated from time to time by the Directors.

5.7 Resignation and Removal Any officer may resign by delivering a written resignation to the Chairperson or Secretary and shall be effective upon receipt, unless it is specified to be effective at some time later. The Directors may remove any officer, with or without cause, by a vote of two thirds of the Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

5.8 Superintendent or Management Company Representative The Superintendent or Management Company Representative shall be the chief executive officer of the School and, subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the School. The Superintendent or Management Company Representative shall have such other powers and duties as are usually incident to the office and as may be vested in that office by By-laws or by policy and procedures established by the Directors.

SECTION SIX

Compensation and Personal Liability

6.1 Compensation No Director shall receive any compensation for services rendered as a Director. Notwithstanding the foregoing, any Director may, be reimbursed for necessary out-of-pocket expenses, including travel expenses and expenses reasonably incurred by the Director in the performance of duties as a Director.

6.2 Personal Liability, Indemnification and Insurance Subject to the restrictions set forth in Florida Statutes 768.1355, 617.0834 and other rules and regulations, the Directors and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the School, may look only to the funds and property of the School for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School. The Board of Directors shall require that the School carry adequate Director and Officer Liability insurance in connection with the performance of their duties pursuant to the By-laws, the Charter or applicable law.

The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or she is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her

duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

SECTION SEVEN

Conflict of Interest, Grievance

7.1 Transactions with Interested Persons The School shall not enter into any contract or transact any business in which any part of the assets or net earnings, if any, of the School shall inure to the benefit of, or be distributable to, any Director or Officer of the School, except that the School may pay reasonable compensation for services rendered or goods provided, and may make payments and distributions in furtherance of its purpose as set forth in the Charter.

7.2 Conflict of Interest The Board of Directors shall follow all applicable laws pertaining to conflicts of interest. The Chair of the Board of Directors may appoint a Committee to review and establish a separate conflict of interest policy, which will manage matters of conflict of interest coming before the Board of Directors.

7.3 Grievances The Chair of the Board of Directors may appoint a Committee to review and establish a grievance procedure policy and conflict resolution, which shall manage matters concerning disputes and grievances coming before the Board of Directors.

SECTION EIGHT

Miscellaneous Provisions

8.1 Executions of Instruments All contracts, deeds, leases, bonds, notes, authorized to be executed by an officer of the School on its behalf shall be signed by the Superintendent or Management Company Representative, or designee, and the Board Chair, or designee. Checks, drafts and other instruments authorized to be executed by an officer of the School on the Boards' behalf shall be signed by the Superintendent or Management Company Representative, or designee and one other Board-approved bank account signatory, except as the Directors may generally or in particular cases otherwise determine.

8.2 Governing Procedures The meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, except to the extent the provisions hereof conflict with the provisions thereof, in which event, these By-laws shall prevail.

8.3 Gifts The Chair may, upon approval of the Board of Directors, accept on behalf of the Board of Directors any contribution, gift, bequest, or device for the general purposes, or for any special purpose of the Board of Directors which is for the benefit of the School. The Superintendent or Management Company Representative may receive such gifts

subject to subsequent approval of the Board of Directors.

SECTION NINE

Additional Provisions

9.1 Amendment These By-laws may be altered, amended or repealed, or new by-laws may be adopted, by an affirmative vote of a majority of Directors then in office, at an annual meeting of the Directors or special meeting of the Directors; provided, however, that notice shall be given in the notice of the meeting that an alteration, amendment or repeal of the By-laws, or that new by-laws may be adopted, is subject to a vote by the Board.

9.2 Invalidity of Provisions In the event any provision, clause, sentence, paragraph, subsection, section or article hereof conflicts with, or is declared to be invalid or unlawful by a court of competent jurisdiction, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of these by-laws and shall be deemed stricken here from but the effect of such judgment or decree shall be confined to the clause, sentence, paragraph, subsection, section or article, and the remainder of these Bylaws shall be in full force and effect without regard to such invalid provision.

9.3 Effective Date These By-laws shall become effective as provided in 9.4 below and in their entirety immediately upon the issuance of a Charter for the School. At such time the Board of Directors shall be a Governing Board in connection with the affairs of the School as set forth herein.

9.4 Founding Board To the extent applicable, these By-laws shall also immediately serve as the By-laws of the founding board of SouthTech Charter Academy, Inc., which nonprofit Florida Corporation was established to achieve conversion charter school status for SouthTechnical Community High School, Boynton Beach, Florida pursuant to Title XLVIII of the State of Florida Statutes. Such founding board shall include those Directors set forth in the Articles of Incorporation of said corporation. Additional members of the founding board may be added by majority vote of the original Directors, provided however, the number of Directors of the founding board shall not exceed 15 nor be less than 9. The members of the founding board shall have any and all such powers as may be reasonably necessary to pursue, apply for and obtain a Charter as a conversion charter school for said SouthTechnical Community High School pursuant to the laws of the State of Florida. It is recognized and understood that the interest and skills of the members of the founding board may not be the same as the interest and skills necessary for members of the Governing Board of Directors of the School at such time that a Charter is issued. Therefore upon the issuance of a Charter, the founding Board of Directors shall elect by majority vote a Governing Board of Directors as set forth in these By-laws.

9.5 Governing Entity It is intended that upon issuance of such Charter for the School, the subject nonprofit corporation, SouthTech Charter Academy, Inc., shall be the governing entity for the School and shall have all such powers as provided in its Articles of

Incorporation, these By-laws, the Charter and the laws of the State of Florida including those applicable to conversion charter schools.

9.6 Internal Revenue Code Notwithstanding anything herein to the contrary, no part of the net earnings, if any, of the subject corporation shall inure to the benefit of or be distributed to its Directors, Officers or any other person, except that this corporation shall be authorized to pay reasonable compensation for services and materials rendered. Upon dissolution of this corporation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, or to organizations which have qualified for exemption under section 501 (c) (3) of the Internal Revenue Code, as amended, or to the Federal Government or to a State or local government, for charitable purposes, and none of the assets will be distributed to any member, Officer or Director of this corporation.

SECTION TEN

Adoption

10.1 Adoption: The By-laws as herein above stated are adopted for and on behalf of SouthTech Charter Academy, Inc. a Florida not for profit corporation at a duly called meeting of its Board of Directors on August 14, 2003, and revised at a duly called meeting of its Board of Directors on February 17, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on July 7, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 22, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on November 2, 2006. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 20, 2007. These By-Laws were further revised at a duly called Annual Meeting of the Board of Directors on September 25, 2008. These By-Laws were further revised at a duly called Annual Meeting of the Board of Directors on November 6, 2008. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 4, 2009. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 23, 2010. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 22, 2011. These By-Laws were further revised at a duly called meeting of the Board of Directors on October 13, 2011. These By-Laws were further revised at a duly called meeting of the Board of Directors on December 13, 2012. These By-Laws were further revised at a duly called meeting of the Board of Directors on August 10, 2017. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 20, 2018. These By-Laws were further revised at a duly called meeting of the Board of Directors on August 9, 2018. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 16, 2020.

GOVERNING BOARD

The By-laws of SouthTech Charter Academy, Inc. specify that the Governing Board of SouthTech Charter Academy, Inc. be no less than seven (7) members and no more than fifteen members (15). These limits may be changed by revising the By-laws. The By-laws also specify that members are elected for a period of three (3) years, with one-third of the members elected each year. There are no term limits specified. To accomplish staggered terms, The Founding Board established terms defined below at it's meeting of October 16, 2003. Board members elected subsequent to that meeting assume the term of the Board member they replaced.

BOARD MEMBER		TERM ENDS
James Notter	Chair	September 30, 2022
Robert Kesten	Interim-Vice Chair	September 30, 2020
Dan Heller	Treasurer	September 30, 2020
Ayesha Edmond	Secretary	September 30, 2021
Carl McKoy	**See attached**	September 30, 2020
Roger Dunson		September 30, 2021
Russ Feldman		September 30, 2021
Diane Heinz		September 30, 2021
Suzanne Nicolini		September 30, 2022
Vacant		September 30, 2020
Vacant		September 30, 2020
Vacant		September 30, 2019
Vacant		September 30, 2019
Vacant		September 30, 2019
Vacant		September 30, 2021

Authority: By-laws of SouthTech Charter Academy, Inc.

History: New: 11/18/2004, Revised: 04/07/05, 04/21/05, 07/07/05, 9/22/05, 12/01/05, 01/12/06, 02/02/06, 03/02/06, 09/21/06, 11/02/2006, 12/11/2006, 04/12/07,07/12/07, 09/20/2007, 09/25/08, 12/11/08, 04/06/09, 07/01/09, 9/3/09, 9/24/09, 12/10/09, 4/08/2010, 5/13/2010, 7/01/2010, 9/23/2010, 10/15/10, 11/11/10, 1/13/11, 3/10/11, 4/14/11, 6/09/11, 08/11/11, 09/22/11, 10/13/11; 03/08/12; 05/10/12; 09/27/12; 12/13/12; 10/10/13; 04/10/14; 6/26/14; 10/09/14; 07/31/15; 08/13/15; 11/12/15; 10/13/16; 12/8/16; 12/14/17; 08/09/18; 10/11/18; 01/17/19; 03/14/19; 09/17/19; 10/10/19; 11/14/19; 12/12/19

South Tech Preparatory Academy, Inc. is operated under the By-Laws of South Tech Preparatory Academy, Inc, a not for profit Corporation, incorporated in the State of Florida. The By-laws are reproduced here so they may be subject to the same periodic review and update as other Governing Board policies.

By-Laws

SOUTH TECH PREPARATORY ACADEMY, INC.

SECTION ONE

General Provisions

1.1 Charter These By-laws are hereby adopted for and on behalf of SouthTech Preparatory Academy, Inc., a Florida not-for-profit corporation (hereafter called "School"). The name and purpose of the School shall be as set forth in its Articles of Incorporation and the conversion school Charter, (to be issued by the State of Florida), as amended from time to time. Said organization is organized exclusively for educational purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.2 Location The principal office of the School shall initially be located at the place set forth in the Articles of Incorporation. The Directors may change the location of the principal office within the State of Florida. The Directors may establish other offices and places of business in Florida or elsewhere as permitted by the School District and by law.

1.3 Fiscal Year Except as from time to time otherwise determined by the Directors of the School, the fiscal year of the School shall be the fiscal year of the Palm Beach County School District.

SECTION TWO

Directors

2.1 Powers A Board of Directors, who are hereinafter referred to as Board Members, shall manage the affairs of the School and may exercise all its powers with respect to the School, as set forth in these By-laws.

2.2 Number The Directors annually at their annual meeting shall determine the number of directors, which shall be no less than 7 and no more than 15 and shall elect the number of Directors so determined. The Board of Directors will consist of at least one member from each of the following groups: (i) parents or guardians of school students; and (ii) members of the community including those with business, legal and financial skills if available. The Directors may, at any special or regular meeting by an affirmative vote of a majority of Directors then in office, increase the number of

Directors and elect new Directors to complete the number so fixed, or they may, by a similar vote, decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. The Directors may by an affirmative vote of a majority of Directors then in office fill any vacancy or vacancies on the Board and may exercise all their powers notwithstanding any vacancy or vacancies in their number. All Directors shall hold staggered terms of office with elections three years from the time of their election and thereafter until their respective successors are chosen and qualified; provided however that one third of the initial Members be elected initially for a one year term; one-third of the Members be elected initially for a two year term, and; one-third of the Members be elected initially for a for a full three year term. The Director shall hold such office until said Director shall retire, resign, or be removed as a Director by the Board of Directors, as herein provided.

2.2.1 Parent / Guardian Representative. The parent / guardian representative(s) shall be the parent or guardian of students enrolled in the School. The parents / guardians of the students shall be encouraged to meet and to make suggestions as to nominees for Board representation. The parent / guardian representative may hold office only so long as the parent or guardian has a child properly enrolled at the School. A child shall not be properly enrolled at the School if, among other things, the child is dismissed from the School or transferred to another school. If possible, a parent guardian representative shall also be a member of the School Improvement Steering Committee.

2.2.2 Other Directors. All other Directors shall be elected by the Board of Directors. Any member of the board of Directors may make nominations for the position of Director. In its discretion, the Board of Directors may appoint a Nominating Committee pursuant to section 4.2 hereof.

2.3 Resignation and Removal Any Director may resign by delivering a written letter of resignation to the Board Chairperson or to the School at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some time later. Any Director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

SECTION THREE

Meetings

3.1 Regular Meetings All meetings of the Board of Directors shall be open to the public. Regular scheduled meetings of the Board of Directors shall be held no less than monthly at such places and times as the Board of Directors shall designate.

3.2 Special Meetings Special Meetings of the Board of Directors shall be held at such times and places as shall be designated by the Chair or upon the written request of any

member of the Board of Directors. At Special Meetings, business shall be conducted in such order as from time to time the Board of Directors may determine.

3.3 Annual Meeting The Board of Directors shall meet annually at the principal office of the School, or at such place within the County of Palm Beach in the State of Florida, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held on the specific day, the Directors may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. The Board of Directors shall set the date of the annual meeting approximately 90 days after the end of each fiscal year so that financial statements of such immediately prior fiscal year may be available for review at such annual meeting.

3.4 Notice of Meetings Notice of any meeting of the Board of Directors shall be given as herein provided at least 5 days prior to such meeting unless due to an emergency situation a reasonable shorter notice period is appropriate under the circumstances. Public notice, if any, of such meetings shall be given as required by Florida law. Notice of the date, time, and place of all meetings of the Directors should be given to each Director by the Secretary or designee or by the Director calling a Special meeting. Such notice shall be given to each Director by mail, delivery service, facsimile transmission or electronic mail sent to such Director's usual or last known business or home address. Except as required by law, notice of any meeting of Directors need not be given, (i) to any Director who, either before or after the meeting, deliver a written waiver of notice, executed by the Director (or the Director's attorney thereunto authorized, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. Except as otherwise required by law, the Charter or these By-laws, a notice or waiver of notice need not specify the purpose of any regular or special meeting unless such purpose is, (i) the amendment or repeal of any provision of the Charter or these By-laws, or (ii) the removal of a Director or an Officer.

3.5 Quorum A majority of the Directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Charter or these By-laws, or any applicable law requires a different vote.

3.6 Electronic Attendance Board members may attend Board meetings, workshops and retreats; participate at such Board meetings, workshops and retreats through the use of communications media technology, as long as a quorum of Board members are physically present at the Board meeting, workshop or retreat.

3.7 Extenuating Circumstances The absentee Board member shall notice the Chair, or Chair Designee of his/her request to participate via communications media

technology based on extraordinary circumstances.

3.8 Discussion All members are invited to engage in full discussion on all matters coming before the Board of Directors during duly called meetings. Matters which are deemed to be too detailed or require extended analysis and review may be assigned by the Chair to an appropriate Committee, task force or work group to work through the details and report their deliberations to the Board of Directors at the next Board of Directors meeting, or a Special Meeting may be scheduled, or the Chair may elect to limit or bring discussion to closure within a designated time as prescribed in Roberts Rules of Order. Any member of the public who is not a member of the Board of Directors may address the Board of Directors on any agenda matter at the beginning of a meeting and any non agenda matter at the end of a meeting. Each non member speaker is limited to no more than five (5) minutes unless otherwise granted by the Chair or Vice Chair.

3.9 Order of Business to be Considered Any business requiring exceptional scrutiny and analysis coming before the Board of Directors for formal action may be referred to the appropriate Committee for discussion and analysis unless such business is deemed by the Chair to be of such urgency that delay would be harmful to the Board of Directors or the School. Upon completion of Committee deliberations, the Committee Chair or designee will report, as appropriate, its findings to the full Board of Directors. At the discretion of the Chair, any new business may be considered at a duly constituted and noticed Regular Meeting or Special Meeting. The Chair may designate a time certain to accommodate reasonable discussion of new business, or, may assign such business to the appropriate Committee for deliberation. For the purpose of meeting deadlines due to time and/or resource constraint(s), the Board authorizes the Superintendent, or designee, and the Board Chair, or designee, to officially sign, execute, and submit time-sensitive documents such as, but not limited to: grants, reports, contracts, agreements, or other business-related documents for which the due date falls between prior and pending Board Meetings, but for which circumstances prevented the item of business being acted upon at the prior Board meeting. A notification will be sent to Board members upon submission of the subject document, and, in the case of grants and other revenue, a request for a vote of acceptance upon the award of said resource(s) to the SouthTech Schools System, in whole or in part. Reports, contracts, agreements, and other business-related documents would be brought before the Board for a ratification vote at the next pending Board Meeting. The sole purpose of this operational action is to better the School or System and directly benefit students or staff in situations where time or resources would otherwise negate a timely resolution. This conditional stipulation will become effective immediately and be annually renewed as part of the Annual Meeting.

3.10 Minutes A person designated by the Board of Directors shall prepare minutes of each Regular, Special and Annual meeting stating action taken at such meeting, and shall submit them to members as expeditiously as possible for their review. Any member may propose a correction at the meeting at which the minutes are subject to approval. The minutes together with such proposed corrections shall then be submitted for approval by the Directors during such meeting.

3.11 Maintenance of Records All regular meetings of the Board of Directors may be recorded at the discretion of the Board. Written minutes of the action items at each meeting shall be public documents. The records of all meetings of the Board of Directors, the names and addresses of the Directors and Officers of the School, and the originals or attested copies of the Charter and By laws of the School shall be kept at the Superintendent or Management Company Representative's office of the School. Files containing Board of Directors minutes, correspondence, tapes, if any, and records shall be maintained at such office. Copies of documents shall be supplied in accordance with the Florida Public Records Law.

SECTION FOUR

Committees

4.1 Committees The Directors may elect or appoint such committees (which may include individuals who are not Directors) as they may from time to time determine necessary or advisable, may delegate to the extent permitted by law, the Charter, or these By-laws, such power and duties thereto as they may deem advisable; provided, however, that any committee to which the powers of the Directors are delegated shall consist solely of Directors and provided, however, that all committees shall be chaired by a Director. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. A quorum, however, is NOT required for deliberations to continue, since any insufficiency will be rectified by reporting the committee's recommendation to the Board at which a quorum DOES need to be present for any approval or implementation of action. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors, or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors. The members of any committee shall serve on such committee at the pleasure of the Directors.

4.2 Nominating Committee In its discretion, the Board of Directors may elect a Nominating Committee at least 90 days before the annual meeting of the Board of Directors. If so elected, the Nominating Committee shall consist of three (3) Directors and two (2) individuals who are neither Directors nor officers of the School. The Superintendent or Management Company Representative of the School shall be a member of the Nominating Committee. The Nominating Committee shall, at least 30 days before the annual meeting of the Board of Directors, nominate candidates to serve as members of the Board of Directors.

4.3 Parental Involvement and Fund Raising Activities Committee In its discretion, the Board of Directors may appoint a Parental Involvement and Fund Raising Activities Committee. Such Committee shall plan and supervise all such activities and help ensure maximum participation of parents in activities of the School.

4.4 Personnel Evaluation Committee In its discretion, the Board of Directors may

appoint a Personnel Evaluation Committee. Such Committee shall establish criteria for the recruitment, evaluation, and contract renewal of the employees of the School and shall determine salaries and bonuses for such employees. If the Board creates such Committee, the School Superintendent or Management Company Representative shall serve on such Committee. In addition, in its discretion, the Board of Directors may establish procedures and criteria for the evaluation of the Superintendent or Management Company Representative, said criteria will be applied by the Personnel Committee during its evaluation of employees as set forth above.

4.5 Educational Policy Committee In its discretion, the Board of Directors may appoint an Educational Policy Committee. Such Committee shall review and recommend revisions to the curriculum of the school as necessary. The Superintendent or Management Company Representative, ~~faculty~~ and parent representatives shall serve on such Educational Policy Committee and the Directors shall annually elect at least three other Directors to serve as members of the Committee for a term of one year.

4.6 Board Advisors In its discretion, the Board of Directors may designate certain persons or groups of persons to serve as advisors to the Directors. Such persons shall serve in an honorary capacity and, except as the Directors may otherwise designate, shall in such capacity have no right to take any official action on behalf of the School or the Board of Directors.

4.7 School Improvement Steering Committee In its discretion, the Board of Directors may appoint a School Improvement Steering Committee consisting of a Director to serve as chair, another Director to serve as back-up chair, the SCHOOL PRINCIPAL, and such members of the community at large, teachers, education support employees, students, and parents so as to represent the demographics of the school as nearly as possible. Teachers, education support employees, students, and parents shall be elected by their peer groups and confirmed by the Governing Board.

SECTION FIVE

Officers

5.1 Chairperson and Vice-Chairperson of the Board The Directors may elect at the annual meeting a Chairperson and Vice-Chairperson of the Board of Directors. The office of Chairperson and Vice-Chairperson shall be for a term of one year. Except as otherwise provided by law, the Chairperson and Vice-Chairperson shall hold office until the next annual meeting of the Directors or the special meeting held in lieu thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in electing or appointing them. The Chairperson and Vice-Chairperson may serve in such capacity for as many terms as the majority of members continue to elect them through the specified electoral process. The fact that an individual is currently serving as Chairperson and Vice-Chairperson shall not create any presumption that such individual shall be nominated for either such position in any subsequent year.

Duties: The Chairperson shall establish the agenda for all meetings of the Board of

Directors in consultation with the Superintendent or Management Company Representative and as appropriate in the discretion of the Chairperson, with other members of the Board of Directors. The Chairperson shall preside over all meetings of the Board of Directors and shall have other powers, as the Board of Directors shall determine. The Chairperson shall serve as signatory on financial accounts and official school business. Acting as spokesperson for the Governing Board also falls under the Chairperson's duties of office. In the absence of the Chairperson at any meeting of the Board, the Vice-Chairperson shall exercise the rights and perform the functions of the Chairperson. In the absence of the Chairperson and the vice Chairperson, the Secretary shall exercise the rights and perform the functions of the Chairperson.

5.2 Vice Chair: In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chair and when so acting shall have all the powers of and subject to all restrictions upon the Chair. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be conclusive evidence of the absence or inability to act by the Chairperson at the time such action was taken. The Vice Chairperson shall perform such other duties as, from time to time, may be assigned to him/her by the Chairperson or by the Board of Directors.

5.3 Treasurer The Treasurer shall chair a finance committee composed of Board members appointed by the Board Chair, and appropriate School staff and consultants and serve as signatory on financial accounts. The committee shall meet at least monthly to review and assess the financial condition of the School. The Treasurer shall present a report on the financial condition and affairs of the School, along with any recommendations for Board action at each meeting of the Board of Directors. The Treasurer shall review all financial filings required by the School District of Palm Beach County, State of Florida, the Internal Revenue Service and any other government agency. The Treasurer shall have such other powers and duties as are usually incident to that office and may be vested in that office by these By-laws or by the Directors.

5.4 Secretary The Secretary shall maintain records of all action items at all meetings of the Directors in a book or series of books kept for that purpose. The Secretary, or designee, shall give such notices of meetings of Directors as are required by the Charter, these By-laws, or state law. No longer than five days before any meeting of the Board of Directors, the Secretary, or designee, shall distribute to the members of the Board of Directors copies of any minutes of the prior meetings of the Board of Directors that have not been approved by the Board of Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary at such meeting. The Secretary shall oversee the person designated by the Board to record the minutes of all action items taken by the Board at any meeting. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall exercise the rights and perform the functions of

the Chairperson.

5.6 Other Officers Other officers shall have such duties and powers as may be designated from time to time by the Directors.

5.7 Resignation and Removal Any officer may resign by delivering a written resignation to the Chairperson or Secretary and shall be effective upon receipt, unless it is specified to be effective at some time later. The Directors may remove any officer, with or without cause, by a vote of two thirds of the Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

5.8 Superintendent or Management Company Representative The Superintendent or Management Company Representative shall be the chief executive officer of the School and, subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the School. The Superintendent or Management Company Representative shall have such other powers and duties as are usually incident to the office and as may be vested in that office by By-laws or by policy and procedures established by the Directors.

SECTION SIX

Compensation and Personal Liability

6.1 Compensation No Director shall receive any compensation for services rendered as a Director. Notwithstanding the foregoing, any Director may, be reimbursed for necessary out-of-pocket expenses, including travel expenses and expenses reasonably incurred by the Director in the performance of duties as a Director.

6.2 Personal Liability, Indemnification and Insurance Subject to the restrictions set forth in Florida Statutes 768.1355, 617.0834 and other rules and regulations, the Directors and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the School, may look only to the funds and property of the School for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School. The Board of Directors shall require that the School carry adequate Director and Officer liability insurance in connection with the performance of their duties pursuant to the By-laws, the Charter or applicable law.

The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or

she is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

SECTION SEVEN

Conflict of Interest, Grievance

7.1 Transactions with Interested Persons The School shall not enter into any contract or transact any business in which any part of the assets or net earnings, if any, of the School shall inure to the benefit of, or be distributable to, any Director or Officer of the School, except that the School may pay reasonable compensation for services rendered or goods provided, and may make payments and distributions in furtherance of its purpose as set forth in the Charter.

7.2 Conflict of Interest The Board of Directors shall follow all applicable laws pertaining to conflicts of interest. The Chair of the Board of Directors may appoint a Committee to review and establish a separate conflict of interest policy, which will manage matters of conflict of interest coming before the Board of Directors.

7.3 Grievances The Chair of the Board of Directors may appoint a Committee to review and establish a grievance procedure policy and conflict resolution, which shall manage matters concerning disputes and grievances coming before the Board of Directors.

SECTION EIGHT

Miscellaneous Provisions

8.1 Executions of Instruments All contracts, deeds, leases, bonds, notes, authorized to be executed by an officer of the School on its behalf shall be signed by the Superintendent or Management Company Representative, or designee, and the Board Chair, or designee. Checks, drafts and other instruments authorized to be executed by an officer of the School on the Boards' behalf shall be signed by the Superintendent or Management Company Representative, or designee and one other Board-approved bank account signatory, except as the Directors may generally or in particular cases otherwise determine.

8.2 Governing Procedures The meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, except to the extent the provisions hereof conflict with the provisions thereof, in which event, these By-laws shall prevail.

8.3 Gifts The Chair may, upon approval of the Board of Directors, accept on behalf of the Board of Directors any contribution, gift, bequest, or device for the general purposes, or for any special purpose of the Board of Directors which is for the benefit of the School. The Superintendent or Management Company Representative may receive such gifts subject to subsequent approval of the Board of Directors.

SECTION NINE

Additional Provisions

9.1 Amendment These By-laws may be altered, amended or repealed, or new by-laws may be adopted, by an affirmative vote of a majority of Directors then in office, at an annual meeting of the Directors or special meeting of the Directors; provided, however, that notice shall be given in the notice of the meeting that an alteration, amendment or repeal of the By-laws, or that new by-laws may be adopted, is subject to a vote by the Board.

9.2 Invalidity of Provisions In the event any provision, clause, sentence, paragraph, sub-section, section or article hereof conflicts with, or is declared to be invalid or unlawful by a court of competent jurisdiction, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of these by-laws and shall be deemed stricken here from but the effect of such judgment or decree shall be confined to the clause, sentence, paragraph, subsection, section or article, and the remainder of these By-Laws shall be in full force and effect without regard to such invalid provision.

9.3 Effective Date These By-laws shall become effective as provided in 9.4 below and in their entirety immediately upon the issuance of a Charter for the School. At such time the Board of Directors shall be a governing board in connection with the affairs of the School as set forth herein.

9.4 Founding Board To the extent applicable, these By-laws shall also immediately serve as the By-laws of the founding board of SouthTech Preparatory Academy, Inc.. Such founding board shall include those Directors set forth in the Articles of Incorporation of said corporation. Additional members of the founding board may be added by majority vote of the original Directors, provided however, the number of Directors of the founding board shall not exceed 16 nor be less than 9. The members of the founding board shall have any and all such powers as may be reasonably necessary to pursue, apply for and obtain a Charter pursuant to the laws of the State of Florida. It is recognized and understood that the interest and skills of the members of the founding board may not be the same as the interest and skills necessary for members of the governing Board of Directors of the School at such

time that a Charter is issued. Therefore, upon the issuance of a Charter, the founding Board of Directors shall elect by majority vote a governing Board of Directors as set forth in these By-laws.

9.5 Governing Entity It is intended that upon issuance of such Charter for the School, the subject nonprofit corporation, SouthTech Preparatory Academy, Inc., shall be the governing entity for the School and shall have all such powers as provided in its Articles of Incorporation, these By-laws, the Charter and the laws of the State of Florida including those applicable to conversion charter schools.

9.6 Internal Revenue Code Notwithstanding anything herein to the contrary, no part of the net earnings, if any, of the subject corporation shall inure to the benefit of or be distributed to its Directors, Officers or any other person, except that this corporation shall be authorized to pay reasonable compensation for services and materials rendered. Upon dissolution of this corporation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, or to organizations which have qualified for exemption under section 501 (c) (3) of the Internal Revenue Code, as amended, or to the Federal Government or to a State or local government, for charitable purposes, and none of the assets will be distributed to any member, Officer or Director of this corporation.

SECTION TEN

Adoption

10.1 Adoption: The By-laws as herein above stated are adopted for and on behalf of SouthTech Preparatory Academy, Inc. a Florida not for profit corporation at a duly called meeting of its Founding Board of Directors on July 30, 2012. These By-Laws were further revised at a duly called meeting of the Board of Directors on December 13, 2012. These By-Laws were further revised at a duly called meeting of the Board of Directors on August 10, 2017. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 20, 2018. These By-Laws were further revised at a duly called meeting of the Board of Directors on August 9, 2018. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 16, 2020.

GOVERNING BOARD

The By-Laws of South Tech Preparatory Academy, Inc. specify that the Governing Board of South Tech Preparatory Academy, Inc. be no less than seven (7) members and no more than fifteen (15) members. These limits may be changed by revising the By-laws. The By-Laws also specify that members are elected for a period of three (3) years, with one-third of the members elected each year. There are no term limits specified.

To accomplish staggered terms, The Founding Board established terms defined below at its meeting of July 30, 2012. Board members elected subsequent to that meeting assume the term of the Board member they replaced.

BOARD MEMBER		TERM ENDS
James Notter	Chair	September 30, 2022
Robert Kesten	Interim-Vice Chair	September 30, 2020
Dan Heller	Treasurer	September 30, 2020
Ayesha Edmond	Secretary	September 30, 2021
Carl McKoy	**See attached**	September 30, 2020
Roger Dunson		September 30, 2021
Russ Feldman		September 30, 2021
Diane Heinz		September 30, 2021
Suzanne Nicolini		September 30, 2022
Vacant		September 30, 2020
Vacant		September 30, 2020
Vacant		September 30, 2019
Vacant		September 30, 2019
Vacant		September 30, 2019
Vacant		September 30, 2021

Authority: By-laws of SouthTech Preparatory Academy, Inc.

History: New: 7/31/2012; 11/12/15; 10/13/16; 12/8/16; 09/14/17; 12/14/17; 08/09/17; 10/11/18; 01/17/19; 03/14/19; 9/17/19; 10/10/19; 12/12/19