

BURNS SCIENCE AND TECHNOLOGY CHARTER SCHOOL

A FLORIDA CORPORATION NOT FOR PROFIT

Mission Statement:

The Mission of Burns Science and Technology is to cultivate learners and leaders who are inspired, able, and prepared to make a positive difference in the world.

Revised 7/9/2024

These Amended and Restated Bylaws of Burns Science and Technology Charter School, Inc. (the "Corporation") are intended to amend, completely restate, and supersede the Bylaws of the Corporation, adopted on or about March 24, 2023, and any other Bylaws or rules adopted to govern the governing board of the corporation.

Article 1. General

The Purposes and Powers of the Corporation, as stated and set forth in the Articles, are deemed incorporated and set forth by reference in these Bylaws as if stated fully and in their entirety immediately below.

All actions taken by Burns Science and Technology Charter School Inc. (School) shall be consistent with these Bylaws.

1.1 Policies

(1) In addition to the Articles, Bylaws, and resolutions, the Board of Directors may adopt, from time to time, certain "policies." These policies shall be considered as controlling regulations for the conduct of the corporation and shall be permanent until amended.

(2) The Chairman of the Board of Directors, the Secretary, and the School Principal shall keep an up-to-date copy of all policies that have been adopted by the Board of Directors. No policy shall be deemed in effect until it has been signed by the Chairman of the Board of Directors, with the initials of the Chairman of the Board of Directors on all the policy. The policy will take effect on the date adopted by the Board unless otherwise included in the resolution for adoption.

1.2 Non-Discrimination Policy

The Corporation, either through its Board of Directors or employees, shall not discriminate in its hiring or other employment practices or in its student admission or other policies for students based on race, color, national origin, religion, sex, age, or disability. The Corporation shall conduct all its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and, so long as the Corporation is in a charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

1.3 Purposes

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

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

1.4 Members

The Corporation does not have any members.

1.5 Dedication of Assets and Dissolution

The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all

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

Article 2. BOARD OF DIRECTORS

2.1 Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

2.2 Structure of Board

The Board of Directors of the Corporation will have one class of Directors.

2.3 Number of Directors

The number of Directors of the Corporation may be increased or decreased at any time and from time to time by action of the Board of Directors, not to be less than three (3) nor greater than seven (7).

2.4 Election of Directors

The Directors shall be elected by a majority of the board members not standing for election at the last Board of Directors meeting in each fiscal year. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first.

2.5 Terms of Directors

(1) The term of office for each Director shall be for a three-year term. A Director may serve for two consecutive three-year terms. A Director who has served two consecutive three-year terms and would like to continue to serve, may be re-elected to the Board for three additional terms of one year each by a unanimous vote of the Board of Directors held at the end of the Director's second three-year term and at the end of each of the two additional one-year terms.

(2) Any Director may be removed from office by majority vote of the remaining directors, in accordance with procedures set forth in Chapter 617, Florida Statutes. Three (3) absences in one fiscal year period will result in removal. A Board member may resign by submitting his or her resignation in writing to the Chairperson.

(3) Directors shall be chosen from individuals who a) demonstrate a genuine concern for the education of children and an appreciation of the School's vision and mission, and b) offer talent,

expertise, and/or resources to the Board that will enhance the educational, social, and civic development of the School's students. At least 50.1% of Board members will be a parent of a Burns Science and Technology Charter School student. No member of the Board shall be an employee, spouse or immediate family, independent contractor or otherwise compensated by Burns Science and Technology Charter School except as specifically allowed by the conflict-of-interest provisions set forth in applicable Florida and federal law. The Board of Directors shall consist of a minimum of three (3) persons and no greater than seven (7) persons until changed by amendment of these Bylaws.

(4) New Directors must complete the Florida School Governance Board training program within the 90-day timeframe required by law. They must also be district fingerprinted, and background screened no later than 30 days from their date of appointment. However, they are not permitted to participate as members of the Board of Directors until results have been received by the Corporation that comply with Florida law pertaining to charter schools. Directors who do not timely complete these requirements will be considered as vacating their seat on the Board.

2.6 Vacancies on the Board

Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a vote of the remaining Directors then in office or, if no Directors are then serving, by the Chairperson. A Director appointed to fill a vacancy will serve for the unexpired term of the predecessor in office.

2.7 Duties of the Board of Directors

The Board will assume all fiduciary, legal, and regulatory compliance issues. The Board will oversee the responsibilities of the School and set policy and direction for it.

- (1) The Board of Directors will only act as a Body and only while assembled at a regular or special meeting of the Board of Directors.
- (2) No Director will act, speak, or represent the Board of Directors without specific authorization of the Board.
- (3) The Chairperson is the spokesperson for the Board of Directors in its relations with the media.
- (4) The Board's responsibilities shall include:
 - Approval for all policies and procedures
 - Raising funds
 - Legal documentation
 - Annual budget approval
 - Approval of principals appointment
 - Appeals for student discipline
 - Audit review and compliance
 - Annually adopting and maintaining an operating budget
 - Retaining the services of a certified public accountant or independent auditor for the annual financial audit, who shall submit the report to the Board
 - Reviewing and approving the audit report, including audit findings and recommendations for the financial recovery plan if applicable

- Monitoring a financial recovery plan to ensure compliance, if applicable
 - Establishing and overseeing operational policies, academic accountability, and financial accountability
 - Exercising continuing oversight of the School's operation
 - Participating in governance training approved by the Department of Education that must include government in the sunshine, conflicts of interest, ethics, and financial responsibility
 - Make full disclosure of the identity of all relatives employed by the School in accordance with Florida Statute 1002.33(7)(a)18
 - Adopt policies establishing standards of ethical conduct for instructional personnel and School Administrators in accordance with Florida Statute
 - Comply with the standards of conduct set out in Florida Statute 112.313(2), (3), (7) and (12)
 - Comply with the standards of conduct set out in Florida Statute 112.3143(3)
 - Avoid all conflict of interest, including but not limited to, being employed by, owning, or serving on the Board of Directors of any entity that contracts with the School
 - Operate in compliance with the Sunshine Law
 - Operate in compliance with the Public Records Law
- (5) Board members are expected to attend all Board meetings. If a Board member has three absences in one fiscal year the Board member is automatically removed from the Board.

2.8 Place of Directors' Meetings

Meetings of the Board of Directors, regular or special, will be held at the Burns Science and Technology Charter School campus unless otherwise decided by a majority vote of the Board of Directors.

2.9 Regular Meetings

Regular meetings of the Board of Directors will be held at a minimum of six (6) times a year. An agenda for regular board meetings shall be posted three (3) days in advance of the meeting. Only matters contained in the agenda shall be up for vote at the meeting. The meeting notes and agendas shall be posted on the Burns Science and Technology Charter School website.

2.10 Special and Emergency Meetings

A special meeting of the Board of Directors may be called by the Chairperson. Each call for a special meeting shall be in writing or by actual notice at least two days prior to the meeting, with certification of the notice to be entered by the Secretary into the minutes of the special meeting. So long as the Corporation is in a charter contract, such notice will also be posted and provided as set forth in said charter contract and Florida law. Emergency meetings may be called by the Chairperson and held upon notice as required by law.

2.11 Voting

The Board of Directors establishes the policies for the School by majority vote. Only board members are entitled to vote. Each Director, including the Chairman and Vice-Chair, present shall be entitled to one

vote on each motion made at a meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.12 Quorum

A quorum for the purpose of conducting a meeting of the Board of Directors shall be a majority - over 50% - of duly elected members of the Board. A quorum may be established by in-person attendance or by attendance through communications media technology in accordance with the requirements of Section 1002.33(9), Florida Statutes. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by a charter contract, or by these Bylaws.

2.13 Lack of Quorum

If a sufficient number of Directors constituting a quorum are not present, the meeting may continue, but no action may be taken.

2.14 Open Meetings

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

2.15 Non-Liability of Board

The Officers and Directors of the School shall not be individually liable for the School debts, policies, other liabilities, and private property.

2.16 Indemnification of Board

The Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capabilities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation. The provisions of this Section shall be in compliance with the Charter Contract with the Sponsor of the Charter School. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit. Notwithstanding

the foregoing, any Board member found to have violated the Sunshine Law is personally liable for that violation and will not be indemnified by the School.

Article 3. Officers

3.1 Titles

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

3.2 Selection of Board Officers and Term

Each of the Officers will be elected and appointed annually by the Board of Directors for a term of one year each. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in the last calendar quarter of each fiscal year.

3.3 Removal of Board Officers

A Board member may resign by submitting his or her resignation in writing to the Board Chairperson of the Board of Directors. A Board member may be removed for cause at a meeting of Board members by an affirmative vote as set forth in Section 617.0808, Florida Statutes. Board members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal

3.4 Duties of Chairperson

- (1) The Chairperson shall hold office for a period of one year or until his or her successor has been duly elected and qualified. The Chairperson can be re-elected or re-appointed.
- (2) The Chairperson shall preside over all meetings of the Board, may call special meetings of the Board, shall perform all acts and duties usually performed by a presiding officer, and should confer with the principal on a regular basis concerning the operation, management, and control of the affairs of the School.
- (3) The Chairperson shall ensure compliance with the laws of the state, the Article of Incorporation, and the Bylaws as herein set forth.
- (4) The Chairperson shall perform such duties as may be delegated and prescribed by the Board.

3.5 Duties of Vice Chair

The Vice-Chair shall perform such duties as directed by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties of the Chair, provided, however, that in case of death, resignation, or disability of the Chair, the Board may declare the office vacant and elect a successor to the Chair.

3.6 Duties of the Secretary

The Secretary shall keep a complete record of all meetings of the Board and shall have general charge and supervision of the books and records of the School. The Secretary shall serve all notices required by the Sunshine Law.

3.7 Duties of Treasurer

The Treasurer shall be the financial liaison between the Board and the School administration.

3.8 Compensation

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

3.9 Duties of the Principal

(1) The principal(s) will be the Chief Executive Officer for School for which the Board selects a principal. The principal will recruit, hire, and replace teachers and School staff. The principals shall have general and active management of the day-to-day business and affairs of the School.

(2) Each principal shall be evaluated, at least annually, by the Chairperson with such evaluation instrument required by law. The Chairperson shall provide a report of this evaluation of each principal at the next available Board meeting. Once the evaluation is complete, each principal may be terminated for cause at any time by majority vote but is entitled to be heard at an open meeting prior to a vote. The Board shall review and vote on the principal's annual contract.

Article 4. Committees

4.1 Standing Committees

The Board shall have the power to appoint standing committees of the Board members.

(1) The Board may delegate one or more committees such limited duties as it may deem necessary or appropriate to accomplish the goals of the initiative.

(2) The Board may appoint Ad Hoc at any time to accomplish specific goals and generally are appointed for a period of time not to exceed one year.

(3) It is expected that each member of the Board will serve as a member on at least one Committee.

4.2 Advisory Committees

The Board shall have the power to appoint advisory committees.

(1) The Board may delegate to one or more committees such limited duties as it may deem necessary or appropriate to accomplish the goals of the initiative.

(2) The Board may appoint Ad Hoc at any time to accomplish specific goals of generally are appointed for a period of time not to exceed one year.

Article 5. Corporate Records

5.1

The Corporation shall keep as permanent records, approved minutes of all meetings and a record of all actions taken by the Board of Directors. The minutes from the meetings shall be Board approved or revised at the next meeting and posted on the school's website and in the main office within five (5) working days after approval.

5.2

The Corporation or its agent shall maintain a record of all of its Board of Directors in a form that permits the preparation of a list of the names and addresses of all members of the Board in alphabetical order.

5.3

The Corporation shall maintain records in written form or in another form capable of conversion into written form within a reasonable time.

5.4

The Corporation shall keep a copy of the following records.

- {1) its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect; the minutes of all meetings;
- {3) written communication to all Directors within the past three (3) years, including financial statements furnished for the past three {3} years;
- (4) a list of the names and street addresses of its current Board of Directors and Officers; and
- (5) its most recent annual report was delivered to the Florida Department of Education.

Article 6. Budgeting and Purchasing

6.1

The School's operation and educational plan are reflected in the budget. The financial activities of the School shall be carried out in accordance with the budget that is recommended by the principal and/or business manager and adopted by the Board.

6.2

Through the budget process, the Board's goal is for its budget to be prepared in a needs-responsive, fiscally sound manner, with an emphasis on providing additional resources for any increase in recurring operating expenses.

6.3

The business manager, in collaboration with the principal, shall prepare an annual School budget in the form provided by the Charter and State law. In formulating the budget, the principal shall take into consideration the immediate and long-range needs of the School and student achievement data. The budget system shall be related to the goals and objectives of the School and its programs.

6.4

The business manager, in collaboration with the principal, shall present the budget for review and adoption. After approval by the Board, the budget shall be submitted.

6.5

All forms of payments, including checks, withdrawals, or electronic funds transfers (credit/debit cards), must be approved by two (2) authorized signers who are in the Corporation's bank account. All checks are required to have two (2) signatures. For payments equal to or exceeding \$20,000, a third approval is required from the Treasurer of the Corporation's Board of Directors. Funds being transferred internally from one of the Corporation's budget accounts to another budget account or from one of the Corporation's bank accounts to another of the Corporation's bank accounts must also follow these same approval procedures. All budgetary changes resulting from changes in revenue, appropriations, and transfers will be submitted to the Board for approval.

6.6

Expenditures shall not be approved which exceed the budget and available funds, without the approval of the Principal and Treasurer. Mid-year and end of year.

6.7

The School Food Service Fund shall be operated on a self-supporting basis utilizing Federal and State revenues, as well as customer revenues. The prices for meals shall, therefore, be maintained at a level adequate to sustain a balanced budget.

6.8

As required by Florida statutes and the Charter, all budget documents shall be available to the public.

6.9

The budget shall include provisions for the liability and other forms of insurance considered to be necessary and prudent, and as required by law and contract, as protection against possible claims.

Article 7. Other Corporate Matters

7.1 Fiscal Year

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

7.2 Audit

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

Article 8. Amendments

These Bylaws may be enlarged, amended, or repealed by a two-thirds vote of the Board of Directors then in office at any regular or special meetings of the Board of Directors. Bylaws shall be reviewed annually and amended in response to any change in Florida or Federal law, as advised by the attorney for the Corporation. In no way shall these Bylaws supersede Florida or Federal law if found to be inconsistent with the same.

These Amended and Restated Bylaws were ADOPTED by a two-thirds majority of the Board of Directors then in office at a duly noticed meeting of the Board of Directors at which a quorum was present on August 15, 2023.



Board Chair or Board Secretary

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Printed Name