

AMENDED AND RESTATED
BYLAWS
OF
EDGE FOR EDUCATIONAL EXCELLENCE, INC.
FLORIDA NON-PROFIT CORPORATION

ARTICLE I
NAME

The name of the Corporation shall be Edge for Educational Excellence, Inc. (Edge)

ARTICLE II
PRINCIPAL OFFICE

Principal office of this Corporation shall be located in the County of Putnam, State of Florida, 200 South 7th Street, Palatka, Florida 32177

ARTICLE III
PURPOSES

The purposes for which this Corporation is formed are as follows:

- (a) For the advancement of charitable, educational, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
- (b) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt;
- (c) The specific and exclusive purpose of this Corporation is to operate as a direct-support organization created by the authority of Florida Statutes Section 237.40 to receive, hold, invest, administer property and to make expenditures to or for the benefit of public education in Putnam County, Florida, which includes the operation of a public charter school.

ARTICLE IV
PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Bylaws or Articles of Incorporation , this Corporation shall not conduct or carry on any activities not permitted to be exempt under 501 (c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Management. The general management of the affairs of the organization shall be vested in the Board of Directors.

Section 2. Number of Directors. The number of directors shall be not less than three (3) nor more than seventeen (17), which may be changed from time to time by an amendment of these Bylaws in the manner herein provided.

Section 3. Election of Directors.

(a) The School's Board of Director positions shall be open to parents, community member residents, local professionals and former educators of the local rural community. The Board shall possess special skills, talents and expertise that will support the educational and moral development of the students including professional, business and financial competence, community leadership and integrity as to inspire confidence within the community and to address the educational concerns of the community. Members of the Board of Directors will be elected by the Board. Vacancies shall be filled by the affirmative vote of a quorum of the remaining Board Members.

(b) Members shall serve four-year terms commencing on the date of the next annual meeting. Nothing herein shall prohibit members of the Board from serving successive terms.

Section 4. Duties and Powers of Directors. The Board of Directors shall have the authority to:

(a) Hold meetings at times and places deemed proper and necessary;

(b) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the organization;

(c) Remove any or all of the officers of the organization with due cause prior to the termination date of such office;

(d) Elect substitute directors in the event any director resigns or is removed from office prior to termination date of such office or additional space is made available on the board as provided in Bylaws;

(e) Terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization; and

(f) Employ, retain, or terminate any paid employee of the Corporation.

Section 5. Ex-Officio Directors. The Superintendent of Putnam County Schools, or designee, shall serve as anex-officio members of the Board of Directors. The ex-officio member shall be an employee of the PCSD and shall not count toward the number of directors in Section 2 and shall not have voting privileges.

Section 6. Emeritus Board. The Board of Directors may establish an Emeritus Board consisting of former Edge Board Members who are no longer active on the Board. Criteria for membership on the Emeritus Board shall be determined from time to time by the Board of Directors. Members of the Emeritus Board shall not count toward the number of directors in Section 2 and shall not have voting privileges. Members of the Emeritus Board shall have no duties with Edge and shall not be required to attend Board meetings.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of September each year at the principal office of the Corporation or at such other date/place or places as may be determined by the President.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, a majority of the Board of Directors, or a majority of the members of the Executive Committee for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors or mailed or emailed to the last known address of such director at least five (5) days prior to the meeting date.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings. The date, time and place shall be set by the President. Reasonable notice of such meetings shall be communicated to each member of the Board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice.

Section 4. Quorum, Voting. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

Section 5. Absence. Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute director to serve until the remainder of his or her term, the election of such director being subject to the approval of the School Board of Putnam County as required by Florida Statutes.

Section 6. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Leave of Absence. Any director may request a leave of absence by giving written notice of such request to the Board of Directors. The maximum time limit for such leave will be one year.

Section 8. Delegation of Authority. The Board of Directors shall delegate authority to the Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 9. Voting of Directors. Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is present, physically or via conference call at such meeting.

Section 10. Compensation of Directors. Directors shall receive no compensation for their services as directors.

Section 11. Liability. The directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE VII OFFICERS

Section 1. Number. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be elected and determined by the Board of Directors from time to time.

Section 2. Term of Office. Officers shall be elected by the Board of Directors at the last meeting prior to the annual membership meeting. Officers shall serve for a one year period. Officers may succeed themselves for additional terms.

Section 3. Election. The officers of the Corporation shall be elected every year by the Board of Directors in the following manner;

(a) The President shall appoint three (3) directors, who are not up for re-election, at the regular Board meeting held not less than ninety days prior to the annual meeting, to serve as a Nominating Committee to present a slate of the officers of the Corporation to be elected at the annual meeting;

(b) The duty of the Nominating Committee shall be to present such officers from among the members of the Board of Directors believed to be best qualified for each office and to submit such names to the Board at least one month prior to the annual meeting of the Board.

Section 4. Multiple Office. No person shall be on ballot for more than one office.

Section 5. Vacancies in Office. If the Presidency becomes vacant by reason of termination or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

Section 6. Duties of Officers.

(a) President. It shall be the duty of the President as the chief executive officer to preside at all meetings of the Board of Directors, and the Executive Committee. He or she shall have the power to appoint the Chairman of all Committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be ex-officio member of all committees, except the Nominating Committee. He or she shall select all inspectors of election. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of Nominating Committee.

(b) Vice-President. The Vice-President shall coordinate the fundraising activities and shall act in the absence of the President.

(c) Secretary. The Secretary shall take and keep the minutes of all meetings of the Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the President immediately after each meeting and shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. He or she shall

handle promptly all necessary correspondence of the corporation as directed by the President. He or she shall submit copies of official communication for the President's file. The Secretary shall order and maintain for the organization supplies, stationary, etc., as may be required from time to time. In the absence of the Secretary, the President may appoint a temporary Secretary.

(d) **Treasurer.** The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. The Treasurer and other officer(s) appointed by the Board of Directors and the School Director shall be authorized signatories on the account. The School Director is authorized to sign checks for expenditures up to \$2,500 approved in the budget and/or authorized by the Board of Directors. Expenditures in excess of \$2,500 shall require the signature of the Treasurer or other officer in addition to the School Director. Current financial records shall be kept at all times and reports on the financial status of the Corporation shall be submitted at all meetings of the Board of Directors. The books of the Corporation shall be made available to his or her successor immediately following the termination of the office and the election of a new Treasurer.

(e) **Compensation.** The officers of the Corporation shall receive no compensation as officers.

ARTICLE VIII COMMITTEES

The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All committees shall serve for one year. The committees shall be as follows:

Section 1. Executive Committee.

(a) The Executive Committee shall be composed of the elected officers and the immediate Past President of the Corporation. It shall be the duty of the Executive Committee to discharge the business of the Corporation in accordance with the policy decisions of the Board of Directors.

(b) **Meetings.** The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President shall have the power to call such meetings. Reasonable notice of these meetings shall be sent to the last known address of each officer. An agenda of the actions to be taken at such meeting shall be provided.

(c) **Quorum, Voting.** A majority of the Executive Committee shall constitute a quorum, which shall be sufficient to discharge its duties.

Section 2. Committees. It shall be the duty of the President to create and appoint the chairman for other committees necessary to conduct the business of the Corporation in an orderly manner. Other suggested committees are the following:

(a) Board Development Committee:

Shall review and revise the Corporation 's Bylaws, Policies and Procedures annually, or more frequently if needed, and publish updated editions of said documents, and any other documents dealing with the structure and/or organization of Corporation. The chairperson of this Committee shall notify the Board President when actions and/or procedures of the Board of Directors are in conflict with the Bylaws.

(b) Board Recruitment & Retention Committee:

Shall recruit new Directors and provide guidelines and educational materials for new Directors. It shall process and provide follow-up for all applications or prospective Directors, working in the community developing relationships and cultivating those who can serve as a director in the future. It shall ensure existing board members have training, and motivational measures to ensure those who currently serve understand their role and work on behalf of the entire organization.

(c) Finance Committee:

Shall provide assistance to the Treasurer, who shall be the Chairperson of this committee. Such assistance shall include the review of financial institutions for checking accounts, certificates of deposit, or other investments. The Finance Committee shall assist with any Audi, the review of an audit (if an audit is being prepared), ~~and~~ the drafting of a response to an audit, if such a response is necessary, and shall work closely with School personnel. The Finance Committee shall be responsible for developing policies related to budget development and management, investments and gift-giving to support the activities of the Corporation.

ARTICLE IX BYLAW OR CHARTER

Section 1. Initial Approval. The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors

present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Section 2. Preparation of Amendment. Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the Board of Directors as above set forth, the Executive Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

Section 3. Notice. Notice of the proposed change shall be sent to each member of the Board at least ten (10) days prior to the time and date of the meeting in which it is to consider and vote on such change or amendment.

Section 4. Regularly Scheduled Review. Every five (5) years starting in January 2012, the President shall appoint at least three (3) and not more than five (5) members of the Board of Directors, one of which may be the President, to the Bylaw Review Committee. The Bylaw Review Committee shall meet at least one (1) time within the *first* three (3) calendar months of the then-current year to review and, if appropriate, to recommend changes to the Bylaws. All recommendations of the Bylaw Review Committee shall be delivered to the members of the Board of Directors as provided herein for ratification, amendment or rejection at the next scheduled meeting of the Board of Directors, but in no event later than May of the given year.

ARTICLE X FISCAL YEAR

The Fiscal Year of the Corporation shall commence on the 1st day of July, and terminate on the 30th day of June.

ARTICLE XI SEAL

The Corporation shall have a seal of such design as approved by the Board.

ARTICLE XII
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.

DATED AND ADOPTED: May 18, 2017

Edge for Educational Excellence, Inc.

BY: Patricia Freeman
Board President

Name Printed: Patricia Freeman
