

**BYLAWS OF
CONNECTIONS EDUCATION CENTER OF THE PALM BEACHES, INC.
(A Not-For-Profit Florida Corporation)**

**ARTICLE I
NAME**

Section 1.1. Name. The name of the Corporation is Connections Education Center of the Palm Beaches, Inc. (the “Corporation”).

**ARTICLE II
ORGANIZATION**

Section 2.1. Statement of Purpose. The purpose of the Corporation shall be to transact any and all lawful business in accordance and compliance with its Articles of Incorporation, that certain Charter Contract between the Corporation and the School Board of Palm Beach County dated May 5, 2016 (the “Charter Contract”) and all applicable laws, and to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.

Section 2.2 Dissolution. In the event of the dissolution of the Corporation, the Board of Directors (“Board”) shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or 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 or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), as the Board shall determine. Any such assets not so disposed shall be disposed by the court having proper jurisdiction in the county where the principal office of the Corporation 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.

**ARTICLE III
TYPE OF CORPORATION**

Section 3.1. Type of Corporation. This Corporation is a not-for-profit, non-stock corporation.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board’s direction. A quorum for any meeting of the Board shall constitute the presence at such meeting of not less than 51% of the Directors. Directors need not be residents of the State of Florida or United States citizens. The Board may take action only upon approval by the affirmative vote of a majority (51%) of the Board present at a meeting at which a quorum of the Board is present.

Section 4.2. Number of Directors. At the time of its incorporation, the initial Board consisted of the Directors named in the Corporation’s Articles of Incorporation. The number of Directors

may at any time be increased or decreased by a majority vote of the Board to no more than fifteen (15) and no fewer than three. The Board shall reasonably endeavor to include one Director who is designated as a parent involvement representative and is a parent of a child in the school. The directorships shall be filled in a manner prescribed herein for the election of Directors.

Section 4.3. Nomination of Directors. Any Director may submit to the Board a candidate for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named. The submission shall include a recommendation and a resume of the nominee. Each nominee will be required to attend at least one Board meeting before proceeding to a vote on their nomination.

Section 4.4. Election of Directors and Term of Office. All Directors of the Corporation shall be elected by a vote of the Board as set forth in Section 4.1. Directors may be elected by the Board at any meeting of the Board with a quorum present when a position is vacant. A duly elected Director shall hold office for a term of one (1) year, and may be reelected without limit, commencing upon an affirmative vote of the Board of Directors, and until their earlier death, resignation or removal.

Section 4.5. Vacancies. Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 4.4 hereinabove. Except for a Director elected due to the natural expiration of their predecessor's one-year term, a Director so elected to fill a vacancy shall hold office for the remainder of their predecessor's term.

Section 4.6. Resignation or Removal of Directors. A Director of the Corporation may resign at any time by tendering their resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein or, if no date is specified, upon receipt of such notice by the Corporation at its principal place of business. Any elected Director may be removed at any time, with or without cause, by a majority vote of the other Directors.

Section 4.7. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors.

Section 4.8. Annual Meetings of the Board. The annual meeting of the Board shall be held at such time and place on or before September 30th of each year as is determined independently by the Chairperson, or, alternatively at the discretion of the Chairperson, by resolution of the Board. Notice of the date, time and place of the annual meeting shall be issued to each member of the Board and nominees for Director positions not less than ten (10) days prior to the annual meeting.

Section 4.9. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson of the Corporation. Further, special meetings of the Board must be called by the Chairperson within seven (7) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) business days prior to such meeting. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice.

Section 4.10. Regular Meetings. The Board shall meet at least four (4) times each year, including the annual meeting, each such meeting being not later than approximately three (3) months from the date of the previous regular or annual meeting. The meetings will be scheduled by providing reasonable Notice under Florida law.

Section 4.11. Quorum and Action of the Board. A majority (51%) of Directors must be present either in person or electronically as permitted by law to constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of at least 51% of the Directors present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment.

Section 4.12. Conflict of Interest. Board Members are subject to the Conflict of Interest Policy of the Corporation which is contained in its Policies and Procedures Manual.

ARTICLE V **OFFICERS**

Section 5.1. Officers. The Corporation shall, whenever possible, have a Chairperson, Secretary, and Treasurer. Other officers as deemed necessary or desirable may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Florida or United States citizens. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2. Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.1 at the annual meeting of the Board. A duly elected officer shall hold office for a term of one (1) year and may be reelected without limit, commencing at the close of the annual meeting, and until their earlier death, resignation or removal.

Section 5.3. Vacancies. A vacancy in any office during the term of such officer's tenure shall be filled by an election by the Board for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of officers. Any officer of the Corporation may resign at any time by tendering their resignation in writing to the Chairperson or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 4.1.

Section 5.5. Chairperson/President. The Chairperson/President shall preside at all meetings of the Board.

Section 5.6. Secretary. The Secretary shall keep, or cause to be kept:

- all records of the Corporation;
- the minutes of the meetings of the Board;;
- all notices of meetings of the Board and all Committees
- the seal of the Corporation; and
- a register of the name and address of each Director.

Section 5.7. Treasurer. The Treasurer shall report the financial reports prepared for the Board and shall participate in the formation of proper financial policies and procedures.

Section 5.8. Other Officers. Other officers elected by the Board, if any, shall have such duties and responsibilities as the Board deems advisable.

Section 5.9. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation cannot fulfill duties and resigns the following will serve as the order of succession:

5.9.1. The Treasurer shall perform the services of the Chairperson;

5.9.2. The Chairperson shall perform the services of the Secretary; and

5.9.3. The Secretary shall perform the services of the Treasurer.

Section 5.10. Salaries. Officers will not receive compensation for services rendered as officers of the Corporation.

ARTICLE VI **COMMITTEES OF THE BOARD**

Section 6.1. Committees of the Board. The Board may, by resolution, establish or terminate standing and special committees under auspices of the Board. The purpose of each committee shall be specified in the resolution creating the committee. Members of any committee may include persons who are not members of the Board. The Board of Directors may from time to time, establish, amend, replace, or repeal policies related to the committees.

ARTICLE VII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 7.1. Indemnification. The Corporation shall and hereby does indemnify to the fullest extent permitted by law each of its Officers and Directors (whether or not then in office), attorneys, paralegals', accountants and other professionals who provide services to the Corporation without compensation, and their executors, administrators, successors, assigns and/or heirs) from and against all reasonable costs and expenses (including reasonable attorneys' fees and paralegals' fees including at appellate levels and post-judgment proceedings), judgments, fines and amounts paid in settlement actually and necessarily incurred by them in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative, to which they are already or are threatened to be made a party because of their activities, duties or professional activities on behalf of the Corporation.

Section 7.2. Insurance. The Corporation must purchase and maintain insurance in amounts and with coverages not less than the amounts and coverages required in the Charter Contract.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS

Section 8.1. Contracts. The Board has the exclusive power to authorize the Corporation to enter into contracts and upon such authorization shall designate an officer or officers of the Corporation to execute such contracts.

Section 8.2. Loans. No loans, mortgages or promissory notes shall be negotiated or contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.5. Gifts. The Board may adopt a policy for accepting on behalf of the Corporation any contributions, gifts, bequests or devise.

Section 8.6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.7. Annual Financial Audit. The Corporation will annually obtain a financial audit from a licensed Certified Public Accountant or Auditor selected pursuant to section 218.391, Florida Statutes, and who is a member of the American Institute of CPAs (AICPA) Governmental Audit Quality Center (GAQC) and is well versed with charter schools. The audit will be performed in accordance with Generally Accepted Auditing Standards, Governing Standards and the Rules of the Auditor General for the State of Florida. The Corporation will provide a copy of its annual financial audit (including any responses to audit findings) as may be required by the Charter Contract or governing law no later than September 30 of each year.

ARTICLE IX
FISCAL YEAR

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE X
CORPORATE SEAL

Section 10.1. Corporate Seal. The Board may obtain and utilize on official documents of the Corporation a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

ARTICLE XI
NOTICE

Section 11.1. General. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or Officer, it shall not be construed to require personal notice; rather, such notice may be given, unless otherwise required by these Bylaws, as set forth in Florida Statutes Section 617.0141 as amended from time to time.

Section 11.2. Waiver. Whenever by law, the Articles of Incorporation or these Bylaws notice is required or permitted to be given to any Director or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the Board shall be specified in any written waiver of notice thereof.

ARTICLE XII
AMENDMENTS

Section 12.1. By Directors. These Bylaws may be amended or repealed wholly or in part by an affirmative vote of the Board at any meeting at which a quorum is present.

CERTIFICATE OF ADOPTION OF BYLAWS

We do hereby certify that the above stated Bylaws of the Corporation were approved by the Board on January 24, 2019, and shall supersede, amend and restate any previously adopted Bylaws of the Corporation.

Addendum to Bylaws
Approved February 26, 2021

By resolution adopted by and at the discretion of the Board of Directors (“Board”), one or more of the following committees may be established each calendar year by May 1st for the purposes herein expressed, all subject to, and in accordance with, applicable state laws and statutes.

Each Committee shall be comprised of at least one Board member and additional non-Board members as determined and selected by the Board. The total number of members must always be an odd number. The term of service for each member will be for one (1) year on staggered appointments and each member cannot serve more than three (3) consecutive terms. Non-board members will be vetted by the existing committee who shall make recommendations to the Board for approval.

Executive Committee: The purpose of the Executive Committee is to assist the Board of Directors accomplish its work efficiently. The Board of Directors shall appoint an Executive Committee at the annual meeting of the Board of Directors. The Executive Committee shall consist of the President (as Chair), Secretary, and Treasurer. The duties of this committee are as follows:

- a. The Committee facilitates decision-making between Board meetings; a meeting may be called by any one of the three members.
- b. The purpose of the committee is to discuss board issues prior to presentation to complete board for vote and manage any decisions requiring immediate response.
- c. The Executive Committee will perform annual performance evaluations of the CEO and COO.

Finance Committee: This committee will be comprised of at least one board member (Treasurer) and no more than 3 non-board members with skills related to finance working in collaboration with the organization’s accountant and audit firm. The term of service is one (1) year on staggered appointments; each member cannot serve more than three (3) consecutive terms. The duties of this committee are as follows:

- a. The committee will provide overall financial guidance to the Board of Directors and shall provide recommendations regarding the budget, financial plan, and financial reporting for the School.
- b. The Committee will review financial reporting prepared by and for the School.
- c. The budgeting and financial planning responsibilities include consultation with administration on setting long-range financial goals and possible funding strategies to achieve them.
- d. The Finance Committee's recommended financial goals, budgets, and proposals must be submitted and approved by the Board of Directors.

Advancement Committee: This committee will provide fundraising recommendations and guidance to the Board of Directors. This committee will be comprised of one board member and up to ten committee members. The term of service is one (1) year on staggered appointments: each member cannot serve more than three (3) consecutive terms. The duties of the committee are as follows:

- The Committee will work to assure that the school has effective donor development, marketing, and communication programs to effect sufficient philanthropic support for the school’s operations and growth.

- The Committee will guide and assist the corporation's development staff to create and implement a plan that is reviewed and updated annually which outlines financial goals to meet the corporation's long and short-term strategic priorities. The plan will seek to efficiently attract gifts, grants and sponsorships from individuals, foundations, corporations, and government.
- The Committee will work with external fundraising consultants and assist in coordinating these efforts with both internal and external personnel.
- The Committee will create and implement a stewardship plan in keeping with the "Donor's Bill of Rights" (found in Gift Policies and Procedures) to maintain best practices in communication with individual, foundation, and corporate donors.
- The Committee will report to the Board as to the status of the corporation's fundraising, marketing, and stewardship plans & activities on a quarterly basis.

Advisory Committee: The Board shall create and oversee an Advisory Committee comprised of interested community members, the purpose of which is to supplement the talents and skills of the Board as needed.

- a. The Advisory Committee may meet as a group to work on Board assigned tasks or consult with the Board individually as directed by the Board Chair.
- b. The Advisory committee will also serve as a development environment for identifying future Board members.
- c. The Advisory Committee has neither voting or legal authority to commit the Board or obligate the school to any action.

Such other Committee(s) as the Board of Directors may determine from time to time for the purposes specified in a Board-approved resolution establishing such Committee(s) in any year.