

**BYLAWS  
OF  
IMAGINE SCHOOL AT NORTH PORT, INC.**

**ARTICLE I**

**General**

**1.1 Name.** The name of the Corporation shall be Imagine School at North Port, Inc., a not-for-profit Florida corporation and shall be hereinafter referred to as the "Corporation."

**1.2. Address.** The Corporation shall have its principal place of business located at 9275 49<sup>TH</sup> Avenue East, Palmetto, FL 34221, and may have such other places of business as the Board of Directors may designate from time to time.

**1.3. Registered Agent.** The Corporation's agent for service of process shall be Corporation Service Company, a Delaware corporation, or such other qualified person or entity as the Board of Directors may designate.

**ARTICLE II**

**Purpose of the Corporation**

**2.1. Purpose.** The general purposes for which the Corporation is organized are as follows:

a) To provide charitable and educational services through the operation of one or more charter schools within the State of Florida.

b) To act consistent with all applicable statutes, ordinances, rules and regulations affecting the actions of the Corporation and to do all other things otherwise permitted by law.

c) To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

d) To carry out any business, occupation, undertaking, enterprise, and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 617, Florida Statutes, as may be amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 617, Florida Statutes, as may be amended.

e) To engage in any fundraising activities necessary to promulgate the purposes of the Corporation.

**2.2 Dedication of Assets.** The Corporation's assets are irrevocably dedicated to its public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. 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.

**ARTICLE III**

**Membership**

**3.1. Sole Member.** The sole member of the Corporation shall be Imagine Schools Non-Profit, Inc., a Virginia non-profit corporation (the "Member").

**3.2. Associates.** Nothing in this Article shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" or "associates" even though such persons are not members of the Corporation within the meaning of Section 617.0601, Florida Statutes, and no such reference shall make anyone a member within the meaning of Section 617.0601, Florida Statutes, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The Corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the Florida Not For Profit Corporation Act, upon any person who does not have the right to vote for the election of directors, on a disposition of all or substantially all of the Corporation's assets, on the merger or dissolution of the Corporation, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 617.0601, Florida Statutes. The Board may also, in its discretion, without establishing membership, establish an advisory committee or honorary board or such other auxiliary groups as it deems appropriate to advise and support the Corporation.

**3.3 Rights of Sole Member.** The sole member shall have the exclusive right to approve any amendments to the Articles of Incorporation or the Corporation's Bylaws, to appoint members of the Board of Directors, to vote on the disposition of all or substantially all of the Corporation's assets, to vote on any merger and its principal terms and any amendment of those terms, and to vote on any election to dissolve the Corporation, and as otherwise required under the Florida Not For Profit Corporation Act and/or set forth in these Bylaws.

#### **ARTICLE IV**

##### **Seal**

The seal of this Corporation shall have inscribed on it the name of this Corporation, the year of its organization, and the words "Corporate Seal, State of Florida."

#### **ARTICLE V**

##### **The Board of Directors**

**5.1. General Powers.** Except as provided in the Articles of Incorporation, and as otherwise provided in these Bylaws, the direction and management of the affairs of the Corporation shall be vested in a Board of Directors.

**5.2. Number and Appointment.** The business and affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) nor more than five (5) members. All directors shall be appointed by the Member. The Member shall appoint and fill vacancies for two (2) of the Board members (the "Open Criteria Directors") on the basis of any criteria it deems relevant to the selection of Directors, consistent with the Corporation's mission. The Member shall appoint and fill vacancies for three (3) other Board members (the "Community Criteria Directors") on the basis of any criteria it deems relevant to the selection of Directors consistent with the Corporation's mission; provided, however, that particular consideration will be given to individuals whom the Member considers to be well representative of the charter school community served by the Corporation. After the appointment of the initial Board by the Member, the Board shall elect new Directors to fill any Governing Board vacancies in accordance with the provisions of this Section 5.2, subject to the approval of the Member, which approval shall not be unreasonably withheld. The Member may remove a Director at any time if in the reasonable judgment of the Member: (i) a Director has acted inconsistent with the mission,

purposes, standards, ideals, and spirit of Imagine Schools, including without limitation adherence to the Imagine Schools' Six Measures of Excellence, as set forth in Section 1 of the Affiliate Agreement between the Corporation and the Member, as may hereafter be amended or restated, and (ii) to the extent required to maintain the tax-exempt status of the Corporation. The Member shall inform the Secretary in writing of all such appointments and removals. The appointment or removal shall be effective only upon receipt of this written communication. This Corporation shall not be bound by such appointments and removals unless the person signing the written communication has been properly authorized by the Member. Each Director shall serve until his successor shall be duly appointed and qualified by the Member, or until an earlier resignation, removal, or other termination of services of any Director, or death.

**5.3. Terms of Directors.** The initial Board of Directors shall be divided into three (3) classes of approximately equal size, with the term of each Director ending in each of the next three (3) consecutive years so that the offices of approximately one-third of the total number of Directors shall become vacant each year. Thereafter, the term of a Director shall be for three (3) years, unless the Director is sooner removed by or as a result of the earliest to occur of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by the Member. An individual who has served a term as Director may not be eligible for another term until one (1) year has passed following the last day of the individual's preceding term as Director.

**5.4. Powers of the Board of Directors.** The Board of Directors shall have power:

- a) To call meeting of the Board of Directors.
- b) In anticipation of or during an emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then any number of the Directors shall have the power and authority to do and perform all acts and functions, permitted for an organization described in §627.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Florida.
- c) To authorize and cause the Corporation to enter into contracts for the day-to-day operations of the Corporation and the discharge of its responsibilities and obligations.
- d) To exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation.

**5.5. Duties of the Board of Directors.** It shall be the duty of the Board of Directors:

- a) To cause to be kept a complete record of all its actions and corporate affairs.
- b) To supervise all officers, agents, and employees of the Corporation and to see that their duties are properly performed.

**5.6. Vacancies.** If a vacancy should occur in the Board of Directors, the Member shall appoint an individual to serve on the Board for the remainder of the vacating Director's three-year term consistent with the criteria utilized by the Member to appoint the vacating Director, as described in Section 5.2.

**5.8 Resignation and Removal.** Any Director may resign at any time by giving written notice to the Corporation, the Board of Directors, or its chairperson. The resignation of any Director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the pending vacancy may be filled as set forth herein before the effective date provided that the successor does not take office until the effective date. Any Director may be removed by the Member at any time if in the reasonably judgment of the Member: (i) a

Director has acted inconsistent with the mission, purposes, standards, ideals, and spirit of Imagine Schools, including without limitation adherence to the Imagine Schools' Six Measures of Excellence, as set forth in Section 1 of the Affiliate Agreement between the Corporation and the Member, as may hereafter be amended or restated, and (ii) to the extent required to maintain the tax-exempt status of the Corporation. The Member shall inform the Secretary in writing of all such appointments and removals. The Board may also vote for the removal of a Director by a two-thirds majority of the Directors then in office and present at any regular or special meeting of the Board, subject to the approval of the Member.

**5.9. Compensation.** Directors shall not receive salary for their services as Directors. A Director may be reimbursed for authorized expenses if such expenses are approved by the Board at their direction.

## ARTICLE VI

### Meetings of the Board

**6.1. Place of Meetings; Attendance.** The meetings of the Board of Directors will be held at a location so designated by a majority of the Board. Meetings may be held telephonically, or such other electronic means as may be designated by the Board of Directors, as permitted by Florida law. In such event, participation by any Director in such telephonic or electronic meeting shall constitute attendance.

**6.2. Time of Regular Meeting; Notice.** The Board of Directors shall determine, at the annual meeting, the dates and times the Board will meet throughout the year. Notice of such meetings shall be distributed to the Board and Members of the Corporation. This notice may be given either personally, or by sending a copy of the notice through the United State Mail, by facsimile or other electronic means.

**6.3. Special Meetings.** Special Meetings of the Board of Directors may be called at any time by the Chairman of the Board or by any two Directors.

**6.4. Notice of Special or Emergency Meetings.** Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each Director at least ten (10) days before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United State Mail, by facsimile or other electronic means. Notice of emergency meeting shall be given to each Director in a manner and in a time period that is reasonable under the circumstances.

**6.5. Voting and Quorum.** Except as otherwise provided below, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business; provided, however, that whenever a vacancy occurs for any reason in the Board of Directors, a quorum shall consist of a majority of the remaining Directors until the vacancy has been filled. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board. Each Director shall have one (1) vote. If a quorum is not present, no business shall be conducted at the meeting. Any Director not present at a meeting may vote on any matter by general or specific proxy or by power of attorney directed to another Director present or by specific instructions in writing. Except for the appointment of the school principal, the approval of the school budget, the selection and financing of the school facility, and removal of a Director, all of which shall require a quorum of two-thirds of the Board of Directors, a quorum for the transaction of any particular business at a meeting of the Board shall be a majority of the

Directors then in office. Any less number may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum.

**6.6. Action Without a Meeting.** Unless prohibited by Florida law or contractual provision binding the Corporation, any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, stating the action so taken, is signed by a majority of the directors or of the members of the committee, as the case may be. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

**6.7. Attendance.** Any member of the Board unable to attend a meeting of the Board shall notify the Secretary and state the reason for his or her absence, though a Director may assign by written proxy pursuant to Section 6.5 of this Article another Director to substitute for him or her at meetings. If a Director is absent from two (2) meetings in a fiscal year, he or she may be removed by a two-thirds vote of the Board.

**6.8. Meetings by Means of Conference Telephone Call or Similar Electronic Equipment.** Members of the Board of Directors or a committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time, and provided that such action is permitted by Florida law. In such event, participation by such means constitutes presence in person at a meeting.

**6.9. Open Meetings.** So long as the Corporation's contract for operation of a public charter school 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 noticed and conducted in accordance with the Sunshine Act (Section 286.011, Florida Statutes).

**6.10. Presumption of Assent.** A Director who is present at a meeting of the Board when Corporate action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting specified business at the meeting or (2) the Director votes against, or abstains from, the action taken. The Secretary or any other officer performing the Secretary's duties shall maintain accurate records of all votes of the Board of Directors.

**6.11. No Duty to Consult.** Except as otherwise provided herein, the Directors shall have no duty or obligation to consult with or seek the advice of the Member in connection with the conduct of the business of the Corporation.

**6.12. Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the Board of Directors, except as prohibited by the Florida Statutes, Chapter 617. Each committee shall consist of two (2) or more Directors. The Board of Directors, by resolution adopted in accordance with this article, may designate one or more Directors as alternate members of any committee, who may act in the place and stead of any absent committee member(s) at any meeting of the committee.

**6.13. Advisory Committees.** Advisory committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board. Membership of such committees shall not be limited to the Directors of the Corporation. Members of such committees shall be appointed by a majority vote of the Board. Any member of such committee may be removed by the Board when, in the judgment of the Board, the interests of the Corporation would be served best by such removal.

**6.14. Nomination Committee.** The Board of Directors shall appoint a nominating committee to recommend to the Member candidates to fill any vacancies on the Board of Directors. The nominating committee shall provide the Member with a copy of the slate of candidates at least thirty (30) days prior to the expiration of the term of one or more Directors or within thirty (30) days of the resignation or removal of one or more Directors. Notwithstanding this provision, the Member may, in its discretion, and subject to the criteria set forth in Article V, appoint one or more persons not included in the slate of nominees presented by the Board.

## ARTICLE VII

### **Officers, Agents and Employees**

**7.1. Officers.** The executive officers of the Corporation shall be elected by the Board of Directors and may consist of a President, Vice-President, Secretary, Treasurer or other officers, assistant officers or agents that the Board of Directors from time to time may deem necessary. **Any two or more offices may be held by the same person.**

**7.2. Other Officers, Employees and Agents.** Each and every other officer, employee, and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors, the officer appointing him or her, and such officer or officers who may from time to time be designated by the Board to exercise supervisory authority.

**7.3. Election and Term of Office.** The Officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board held in each fiscal year. If the election of Officers shall not be held at such meeting, such election shall be the first order of business at the next regular meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected or until an earlier resignation, death or removal in the manner herein provided.

**7.4. Removal.** Any officer of the Corporation may be removed with or without cause, at any time, by a majority vote of the Board or by the Member

**7.5. Resignation.** Any officer of the Corporation may resign from his or her respective office or position by delivering notice to the Corporation. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**7.6. Vacancies.** When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is duly elected and qualified, or until an earlier resignation, death or removal in the manner herein provided.

**7.7. Compensation.** Directors who serve as officers shall not receive any compensation for their services. Officers who are not also Directors may be compensated in accordance with the budget approved by the Board of Directors.

**7.8. President.** The President shall be the Chairman of the Board of Directors, shall be the chief executive officer of the Corporation, and shall have general supervision and control of the business of the Corporation. He/she shall preside at all meetings of Directors, Committees of the Board of Directors on which he/she may serve, and discharge the duties of a presiding officer. At each annual meeting of the Board of Directors, the President or the President's designee shall report on the business of the Corporation for the preceding fiscal year; and shall

perform whatever other duties of the Board of Directors may from time to time prescribe, and as are incident to the offices of President and Chief Executive Officer.

**7.9. Vice-President.** The Vice-President shall be the Vice-Chairman of the Board of Directors. The Vice-President shall, in the absence or disability or inability of the President, perform the duties and exercise the powers of the President. He/she also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him/her. In the event the President refuses to act, the Vice-President may act for him/her at the direction of the Board of Directors.

**7.10. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and keep a register of the address of each Member of the Corporation. In addition, the Secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors and as are incident to the office of Secretary.

**7.11. Treasurer.** The Treasurer shall have custody of corporate funds. He/she shall keep or be responsible for full and accurate accounts of receipts and disbursements, an accurate and full account of all assets and liabilities, and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He/she shall disburse the funds of the Corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his/her transactions as Treasurer and of the financial condition of the Corporation. In addition, the Treasurer shall possess, and may exercise such power and authority, and shall perform such duties, as may from time to time be assigned to her/him by the Board of Directors and as are incident to the office of Treasurer.

**7.12. Designation of Duties.** Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable and as permitted by Florida law, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors or agent.

## **ARTICLE VIII**

### **Books, Records and Reports**

**8.1 Books and Records.** In compliance with Section 617.1601, Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors. All books and records of the Corporation shall be kept in written form or in another form capable of conversion into written form within a reasonable period of time.

**8.2 Annual Reports.** The Corporation shall file with the Department of State of the State of Florida a sworn annual report on such forms and containing such information as the Department of State may prescribe.

**8.3 Inspection Rights.** The Member and every Director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, and physical properties, as permitted by Florida and federal law.

## ARTICLE IX

### Contracts, Deposits, Checks and Contributions

**9.1 Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

**9.2 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories of, invested from time to time for and on behalf of the Corporation, as the Board of Directors may elect.

**9.3 Checks, Drafts, Orders of Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or officers, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both the President and the Treasurer of the Corporation.

**9.4 Contributions.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation.

## ARTICLE X

### Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of the following year.

## ARTICLE XI

### Indemnification

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.

## ARTICLE XII

### Bylaws-Amendments; Effective Date

**12.1 Bylaw Amendments.** These Bylaws may be amended from time to time only by a written instrument approved by the Member and the Corporation and executed by the Member and the Corporation.



**12.2 Bylaws Effective.** These Bylaws shall not be effective until approved by the Member.

The foregoing Bylaws of Imagine School at North Port, Inc., were adopted and approved this 7<sup>th</sup> day of 2010, July, by a majority vote of a quorum of the Board of Directors.

Stephen Hudak

Secretary

Printed Name: Stephen Hudak

Approved by the Member, Imagine Schools Non-Profit, Inc., this 7<sup>th</sup> day of July, 2010.

Donnie W. Balle

Itsces

Printed Name: Donnie W. Balle

**FIRST AMENDMENT TO BYLAWS**  
**OF**  
**IMAGINE SCHOOL AT NORTH PORT, INC.**

**THIS FIRST AMENDMENT TO BYLAWS** ("Amendment"), of Imagine School at North Port, Inc., is intended to amend the original Bylaws of the Corporation, effective as of the latest date of approval set forth below.

WHEREAS, the Corporation adopted its Bylaws, effective July 7, 2010; and

WHEREAS, the Corporation and its sole member, Imagine Schools Non-Profit, Inc. ("Member"), desire to clarify the Bylaws relating to removal of Directors from the Board of Directors.

NOW THEREFORE, in consideration of the foregoing premises, the Bylaws are amended as follows:

1. Article V, Section 5.8 is amended as follows:

Resignation and Removal. Any Director may resign at any time by giving written notice to the Corporation, the Board of Directors, or its chairperson. The resignation of any Director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the pending vacancy may be filled as set forth herein before the effective date provided that the successor does not take office until the effective date. Any Director may be removed by the Member at any time if in the reasonable judgment of the Member: (i) a Director has acted inconsistent with the mission, purposes, standards, ideals, and spirit of Imagine Schools, including without limitation adherence to the Imagine Schools' Six Measures of Excellence, as set forth in Section 1 of the Affiliate Agreement between the Corporation and the Member, as may hereafter be amended or restated, and (ii) to the extent required to maintain the tax-exempt status of the Corporation. Disagreement over terms and conditions of the Charter Contract, the Articles of Incorporation, Bylaws, Amended and Restated Affiliate Agreement, or other binding agreements involving Corporation and the Member, or submittal of such disagreement pursuant to the Conflict Resolution provisions in Section 16 of the Amended and Restated Affiliate Agreement, shall not in and of itself, be grounds for removal. To the extent that such right may be waived, the Member hereby waives its rights of removal set forth in Section 617.0808, Florida Statutes. The Member shall inform the Secretary in writing of such appointments and removals. The Board may also vote for the removal of a Director by a two-thirds majority of the Directors then in office and present at any regular or special meeting of the Board, subject to the approval of the Member.

2. All other provisions of the Bylaws will remain the same, and the Bylaws, as amended hereby, shall remain in full force and effect.

The foregoing First Amendment to Bylaws of Imagine School at North Port, Inc., was adopted and approved this \_\_\_\_ day of \_\_\_\_\_, 2013, by a majority vote of a quorum of the Board of Directors.

\_\_\_\_\_  
Secretary  
Printed Name: \_\_\_\_\_

Approved by the Member, Imagine Schools Non-Profit, Inc., this \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Its \_\_\_\_\_  
Printed Name: \_\_\_\_\_