

BYLAWS
OF
THE GOVERNING BODY OF YMCA SKY Academy
(As of July 2011)

ARTICLE 1

Mission, Purpose and Authority of the Academy Board

The Board of Directors (the YMCA Metro Board") of The Young Men's Christian Association of the South County YMCA, Inc., a Florida not-for-profit corporation (the "YMCA"), has established a Board to be known as the "Academy Board," with the mission, and purpose to operate a Florida public charter school in accordance with the provisions of s.1002.33, Florida Statutes (as amended, the "Charter School Act"), to be known as the SKY Academy. The Board grants authority to the Academy Board to act as necessary and convenient for the mission, purpose and authority stated therein and herein, and to fully perform the duties of a governing body of a Florida public charter school under the Charter School Act, as provided herein. Members of the Academy Board shall be referred to as "Directors," and the Academy Board may be referred to either as such or as the "Academy Board." The Academy Board will operate in conjunction with the South County YMCA Metro Board.

ARTICLE 2

Location of School; Academy Board

The SKY Academy shall be located in Venice, Florida with a street address 701 Center Road, Venice Fl. 34285. The official mailing address of Academy will be the same.

ARTICLE 3

Purpose of School

The purpose of Academy is to operate as a Florida public charter school in accordance with the provisions of Section 1002.33 of the Florida Statutes and the charter agreement issued by Sarasota County School Board.

ARTICLE 4

Directors

Section 4.1 General Powers; Budget Limitation

Subject to the limitations of these Bylaws and applicable law, the Academy Board, after considering recommendations by the school principal, shall exercise these general powers.

- a) Determine policies and programs consistent with state law and rule deemed necessary by it for the efficient operation and general improvement of the district school system and including policies regarding ethical conduct for all employees.
- b) Prescribe and adopt standards and policies to provide each student the opportunity to receive a complete education program, including language arts, mathematics, science, social studies, health, physical education, foreign languages, and the arts, as defined by the Sunshine State Standards. The standard and policies must emphasize integration and reinforcement of reading, writing and mathematics skills across all subjects, including career awareness, career exploration and career and technical education.
- c) Contract, sue and be sued. The Academy Board shall constitute the contracting agent for the Academy.
- d) Perform duties and exercise those responsibilities that are assigned to it by law or by rules of the State Board of Education or the Commissioner of Education or the YMCA Metro Board and in addition thereto, those that it may find to be necessary for the improvement of the district school system in carrying out the purposes and objectives of the education code.
- e) Require the Academy Board Secretary to keep such minutes and records as are necessary to set forth all actions and proceedings of the Academy Board.

- f) Designate position to be filled, prescribe qualifications for the positions, and provide for the appointment, compensation, suspension and dismissal of employees subject to recommendation of the Academy Principal.

In no event shall the Academy Board incur indebtedness other than normal payables incurred in the ordinary course of business, it being an express limitation on the operations of Academy that it always operates with a balanced budget. The Academy Board shall annually prepare and submit to the YMCA Board its budget for the upcoming academic year, not later than 90 days prior to the commencement of such academic year. In addition, the Academy Board shall timely notify the YMCA Board of any anticipated budget shortfall, and shall report on its budget and variance to budget not less frequently than Monthly during each academic year. The Academy Board will repay the South County YMCA for all Investments Made developing the school as scheduled. No expenditures or obligations may be incurred by the staff or Academy Board beyond the monies approved within the budget without the prior approval of the YMCA Metro Board.

Section 4.2 Specific Powers of the Academy Board:

Without prejudice to its general powers, but subject to the same limitations set forth above, the Academy Board shall have the following powers and duties in addition to any other powers or duties enumerated in these Bylaws:

- a) To request funding from the YMCA Metro Board to balance the Academy budget for an academic year, which upon approval by the YMCA Metro Board of Directors shall become a part of the approved budget for that academic year;
- b) To establish and create operating reserves with respect to Academy;
- c) To identify, obtain bids and acquire necessary equipment, supplies, and services for the operation of Academy, within the budget as approved by the Academy Board and presented to the YMCA Board;
- d) To hire, retain, and remove education employees and support staff, each of whom shall be employees within the budget limitations set forth herein; and to establish their compensation; however, all employees shall be employees at will;
- e) To adopt policies establishing standards of ethical conduct for teachers and administrators;
- f) To review and approve the audit report of the Academy, prepared by the independent certified public accountancy firm which is the audit firm for the YMCA;
- g) To monitor a financial recovery plan, if one is required by law or charter contract;
- h) To participate in governance training;
- i) To report its progress at least annually to the YMCA Board and to the Sarasota County School Board in accordance with Florida law; and
- j) To otherwise conduct, manage and control the affairs and activities of the Academy and to make such rules and regulations therefore which are not inconsistent with Florida law, or these Bylaws, as it deems best.

Section 4.3 Number, Election and Term of Directors

- a. The authorized number of Directors shall be no less than three (3) and no greater than seven (7).
- b. The Chief Executive Officer ("CEO") of The Young Men's Christian Association of the South County YMCA, Inc., or the CEO's designee, shall be a Director. The initial Directors who are to be elected by the YMCA Board of Directors shall be so elected at the annual meeting of the YMCA Board, or upon the first available YMCA Board meeting in the event of a vacancy. The duration of the term of each Director shall be three (3) years, and no Director shall serve more than three consecutive full terms. **Subsequent Directors will be elected by the YMCA Metro Board.**
- c. The Directors shall elect from their membership a Chairperson, to serve for a term of one year.
- d. The Chairperson shall have the power to chair meetings of the Academy Board.
- e. The Secretary shall keep or cause to be kept, at the office of the Academy Board or such other place as the Academy Board may request, a book of minutes of all meetings of the Academy Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how

authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the office of the Academy Board, the original or a copy of these Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.

Section 4.4 Resignation and Removal

Any Director may resign effective upon giving written notice to the Academy Board. A Director or Directors may be removed at any time with or without cause by a majority vote of the YMCA Metro Board.

Section 4.5 Vacancies

- a. A Academy Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. A vacancy on the Academy Board shall be filled in the same manner of selection as that used to select the Director whose office is vacant. Each Director so elected shall hold office until a successor has been appointed and qualified.

Section 4.6 Place/Notice of Meetings/Compliance with Applicable Laws

Meetings of the Academy Board may be held at the office of the Academy Board, at the office of Academy or at any other place that has been designated in the notice of the meeting by resolution of the Academy Board. Appropriate notices of the meeting complying with Florida law, both section 286.011 and Chapter 119 of the Florida Statutes shall be posted. The public, or any Director or officer of Academy, shall place any desired item on the agenda of any Academy Board meeting by notifying, in writing, no later than 5 (five) business days prior to the scheduled meeting, a description of the item to be placed in the agenda. Meetings and records shall be held in compliance with Florida law, both section 286.011 and Chapter 119 of the Florida Statutes. Notice shall also be provided to the Sarasota County Charter School Office.

Section 4.7 Annual Meetings

The Academy Board shall hold an annual meeting for the purposes of organization, selection of a Chairperson and a Secretary, and the transaction of other business. The meeting shall be held in June of each year.

Section 4.8 Quarterly Meetings

The Academy Board shall be held on such dates and at such times and places as may be from time to time fixed and notified by the Academy Board.

Section 4.9 Emergency Meetings

Emergency meetings of the Academy Board for any purpose(s) may be called at any time by (i) the Chairperson, or (ii) a majority of the other Directors, and may be held after each Director has received at least one day's prior notice by mail, telecopy, email or telephone. Notice is deemed received when communicated; provided that if by telephone or telecopy confirmation is made that the recipient is the Director intended or is a person responsible to such Director to deliver such notices.

Section 4.10 Quorum and Voting

One half (1/2) of the authorized Directors of the authorized Directors then in the office shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Academy Board.

Section 4.11 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Academy Board or subcommittee meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 4.12 Rights of Inspection

Except as provided herein, every Director has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Academy provided such inspection is conducted at a reasonable time after reasonable notice, provided that such right of inspection and copying is subject to SKY Academy's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law. No Director has the right to copy any employee confidential information or student records.

Section 4.13 Fees and Compensation

Directors shall not receive compensation for their services; however, the YMCA, on behalf of Academy, shall carry liability insurance covering the Directors and officers of Academy on the conduct of Wellness Academy's business.

Section 4.14 Standard of Care

A Director shall perform all duties of a Director in good faith, in a manner such Director believes to be in the best interests of Academy and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

ARTICLE 5 EDUCATION STAFFING

Oversight of the management of the educational aspects of Academy shall vest in the Academy Board. The Academy Board shall recruit, hire and retain a school principal or Director of Education, or both (it being understood that a single individual may serve in both capacities), which person(s) shall be employees of the YMCA, and shall be subject to ratification by the YMCA Metro Board, discharge such duties as the Academy Board shall assign, including matters concerning education, curriculum, teacher evaluation and hiring, retention and compensation, student conduct and safety, and school district record-keeping and reporting.

ARTICLE 6 COMMITTEES

The Chair or the Academy Board may create one or more standing or ad hoc committees or subcommittees.

ARTICLE 7 OTHER PROVISIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions under the Laws of Florida shall govern the construction of these Bylaws.

ARTICLE 8 AMENDMENTS

These bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Academy Board but shall be subject to approval by the YMCA Board and no amendment or repeal shall be effective until such approval has been obtained .

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected Chairperson of the Academy Board, and that the foregoing Bylaws constitute its Bylaws as approved by the Authorizing Resolution.

Michelle Hazeltine, Chairperson