

**Amend and Restated Bylaws of**  
**Wakulla's Charter School of Arts, Science and Technology, Inc. (C.O.A.S.T.)**  
**(A not-for-profit Florida Corporation)**

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**Article I: Name**

**Section 1.1 Name:** The name of the Corporation shall be Wakulla's Charter School Of Arts, Science and Technology, Inc. (the "Corporation")

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**Article II: Organization**

**Section 2.1 Statement of Purposes:** The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful business for which whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as an exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

**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 the liabilities of the Corporation, dispose of all 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 exclusive 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 (or the corresponding provisions of any United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of 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.

**Section 2.3 Membership:** This Corporation is not a membership corporation.

**Section 2.4 Controlling Statute:** Chapter 617, Florida Statutes controls this Corporation's governance. If the Articles of Incorporation of these Bylaws are silent about a governance issue, the referenced statute controls.

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### **Article III: Board of Directors**

**Section 3.1 Management:** All powers of the Corporation shall be exercised by and under the authority of the Board of Directors (the “Board”), and the property, business and affairs of the Corporation shall be managed under the Board’s direction.

**Section 3.2 Number:** The Initial Board shall consist of five (5) Directors named in the Articles of Incorporation. The number of Directors may be increased or decreased by Board resolution but no decrease shall shorten an incumbent Director’s term. In the event if an increase, the additional directors shall be elected pursuant to Section 3.4.

**Section 3.3 Nomination:** The Board may appoint a nomination committee to consist of no less than two (2) Board members. This committee will submit Director candidates. Any Director may also make nominations.

**Section 3.4 Election:** The Board at any meeting may elect directors to fill a vacancy.

By resolution or contract, the Board may reserve directorships to be filled by entities or individuals other than the Board. In such a situation, the Board shall by resolution determine the procedure for filling such vacancies.

**Section 3.5 Term:** The Board of Directors named in the Articles of Incorporation shall serve for an initial term of two (2) years. Subsequent Directors shall hold office for a one (1) year term that expires at the Boards Annual Meeting.

The Board shall be divided into two classes, as nearly equal in number as possible, with the terms of office for each class staggered so that the term for only one class expires each year at the Board’s annual meeting. When the number of directors is changed, any increase or decrease in directors shall be appointed among the classes so as to make all classes as nearly equal in number as possible. The Board shall fix such classification of directors. In order to create these classes, the Board may adjust the terms of existing directors.

**Section 3.6 Vacancies:** Vacancies shall be filled as soon as practicable by an election in accordance with Section 3.4. Except for a Director elected due to the natural expiration of his predecessor’s one-year term, a Director so elected to fill a vacancy shall hold office for the remainder of his predecessor’s term.

**Section 3.7 Resignation or Removal:** A Director may resign at any time by tendering his resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt 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 3.8 Compensation:** Directors will not receive compensation or service rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

**Section 3.9 Annual Meetings:** The annual meeting of the Board shall be held without other notice than this Bylaw ~~during the first week~~ the fourth Monday of ~~April~~ June unless the Board by resolution, provides for a different time and place for the holding of such annual meetings. The annual meeting may be held at such other time and place, without other notice than such resolution.

**Section 3.10 Special Meetings:** Special meetings of the Board may be called at any time by the Principal or the Chairperson of the Board. Further, special meetings of the Board must be called by the Chairperson within fourteen (14) 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) 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 or waiver thereof.

**Section 3.11 Regular Meetings:** The Board shall meet at least four (4) times each year, including the annual meeting. ~~each such meeting being approximately three (3) months from the date of the previous regular or annual meeting.~~ The Secretary shall e- mail notice all regular and annual meetings to each Director at the address on file with the Secretary at least fourteen (14) days prior to a meeting, indicating the date, place and time of the meeting.

**Section 3.12 Quorum & Action:** The Directors must be present in person at a meeting to constitute a quorum for the transaction of business. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of at least two (2) 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 time of adjournment.

**Section 3.13 Voting Shares of Stock:** In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the President, or his designee, as authorized by the Board.

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#### **Article IV: Officers**

**Section 4.1 Number:** The Corporation shall have a Chairperson of the Board, Vice Chairperson of the Board, Secretary and Treasurer, each whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary 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 4.2 Nomination:** The Board may appoint a nomination committee to consist of no less than two (2) Board members. This committee will submit Officer Candidates. Any Director may also make nominations.

**Section 4.3 Election:** The Board at any meeting may elect Officers to fill a vacancy.

**Section 4.4 Term:** Officers shall hold office for a one (1) year term that expires at the Board's Annual Meeting.

**Section 4.5 Vacancies:** Vacancies shall be filled as soon as practicable by an election in accordance with Section 4.3. Except for an Officer elected due to the natural expiration of his predecessor's one-year term, an Officer so elected to fill a vacancy shall hold office for the remainder of his predecessor's term.

**Section 4.6 Resignation or Removal:** An Officer may resign by tendering his resignation in writing to the President or Secretary. Resignations shall become effective upon the date specified therein, or, if no date is specified, upon receipt by the Corporation. An Officer may be removed at any time, with or without cause, by a majority vote by the Board.

**Section 4.7 Chairperson of the Board of Directors:** The Chairperson shall preside at Board meetings and perform other duties as prescribed by the Bylaws or the Board.

**Section 4.8 Vice Chairperson of the Board of Directors:** This officer shall have the Chairperson's powers at the Chairperson's request or in his absence or disability.

~~**Section 4.9 President:** The President shall be the principal executive officer of the Corporation and subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He shall act as duty authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. He shall report as directed to the Board at each meeting, he may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authority execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general; shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.~~

~~——— **Section 4.10 Vice President:** The Vice President shall act in the place and stead of the President on the event of the President's absence, in ability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.~~

**Section 4.09 Secretary:** The Secretary shall keep or cause to keep all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices or meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

**Section 4.10 Treasurer:** The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such duties as may be prescribed by the Board.

**Section 4.11 Other Officers:** Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

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## **Article V: Committees of the Board**

**Section 5.1 Committees of the Board:** The Board may, by resolution, establish standing committees and special committees. Unless otherwise specified by the resolution of the Board or by these Bylaws, the Board of Directors shall annually appoint the members and the chairmen of the standing committees and shall fill any vacancies on any standing committees. Appointments to the standing committees shall be made by the Board of Directors at the annual meeting. In addition the Chairperson may, if authorized by the Board, appoint the members and chairmen of such special committees as the Board may create, which members and chairmen may include persons who are not members of the Board. All committee appointments and chairmen appointments must be approved by a vote of the Board.

**Section 5.2 Standing Committees:** Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

**Section 5.3 Special Committees:** Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

**Section 5.4 Committee Members Term of Office:** Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

**Section 5.5 Committee Meetings:** Meetings of any committee may be called by the chairmen of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the residence or place of business of the committee members as listed in the Secretary's office at least two (2) days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meeting and report to the Board as necessary with recommendations.

**Section 5.6 Resignation or Removal of Committee Members:** A member of any committee may resign at any time by tendering his resignation in writing to the Chairperson or the Board of Directors. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by the way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.

## **Article VI: Indemnification of Directors and Officers**

**Section 6.1 Indemnification:** The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys fees), judgment, fines, and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

**Section 6.2 Insurance:** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VII.

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## **Article VII: Contracts, Check, Deposit Books, and Records**

**Section 7.1 Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.2 Loans:** No loans shall be 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 7.3 Check, Drafts, Etc:** All checks, drafts, or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 7.4 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 7.5 Gifts:** The Board may accept on behalf of the Corporation, any contributions, gifts, bequests or devises.