

Appendix A

Bylaws of the Independence Classical Academy Board of Directors

ARTICLE I: NAME AND ADDRESS

The name of this committee shall be the Independence Classical Academy (ICA) Board of Directors herein referred to as the “Academy Board” or “Board.”

The Corporation’s mailing address and principal place of business shall be as set forth in the Articles of Incorporation or as otherwise established by the Board of Directors from time to time.

ARTICLE II: MISSION, PURPOSE, OBJECTIVES

Section 1: Mission Statement

Independence Classical Academy exists to provide a disciplined, challenging, and highly engaging learning environment rich in character building, citizenship, civics and liberal arts. This focused, time-tested, classical liberal arts education will ensure students are highly prepared for college level coursework and maximizes each student’s individual potential. At Independence Classical Academy, we will prepare students, through rigorous and relevant core content, to be highly productive and successful citizens, develop a strong sense of civic responsibility and the higher-level critical thinking skills needed to meet the challenges in the world around them.

Section 2: Purpose

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation’s tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the “Code”) and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

Section 3: Objectives

The objectives of the Academy Board are as follows:

A. To model, protect, and ensure that the Mission Statement and the Guiding Principles and Founding Philosophies are adhered to in all activities and decisions of the Board, and the daily

activities of the staff, students, parents and school advisory committees as it relates to the Academy's operations.

B. To serve as final authority in matters affecting executive staffing, budget, curriculum, calendar decisions, marketing, ideological focus, school concerns, and to ensure that these are consistent with and promote the educational goals of the Mission Statement and official Academy policy.

C. To encourage faculty, parents and students to be responsive to the needs and concerns of the school as a whole, and of the unique learning styles, challenges and talents of individual students.

D. To act as the official voice of the Independence Classical Academy with regards to public information, media contacts and public relations.

Section 4. Dedication of Assets and Dissolution.

The Corporation's assets are irrevocably dedicated to its public benefit purposes. 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 or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

Section 5. Non-discrimination.

The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the charter school or in its admission policies for students. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and so long as the Corporation is in a charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

ARTICLE III: MEMBERSHIP

Section 1: Voting Board Members

The Academy Board shall consist of between five and seven voting members who shall be elected by the founding board. Any and all vacancies of the original governing board shall be elected by members of the Board. All voting Board Members must sign a code of conduct agreement prior to serving. No voting member may receive remuneration for Board service.

Board members do not need to reside in the County in which the Corporation's principal office is located. So long as the Corporation's contract(s) for operation of a public charter school(s) is in effect, all Board members must meet the requirements in said contract, the approved Charter Application(s) and provisions of Florida Statutes and regulations pertaining to governing boards of charter schools.

Section 2: Nonvoting members

The voting Board members may appoint up to two additional nonvoting members from the community for terms up to 2 years, with one or both such members being from the ICA faculty. Any member from the ICA faculty shall be chosen by a majority vote of the ICA faculty. All nonvoting members must sign a code of conduct agreement prior to serving.

Section 3: Elections

A. Elections shall be held annually at the last Board meeting scheduled prior to Spring Break to fill any seats that may be available. In the event the total number of members falls below five, a meeting shall be scheduled and held within 30 days.

B. The Board shall advertise for Board candidates at least 28 days prior to the scheduled election. Candidates shall declare themselves to the Board at least two weeks prior to the scheduled election. The Board shall publish a list of candidates not less than ten days prior to the scheduled election. In the event the board has less than five members, declaration of candidacy and publication of candidates will be done as soon as possible, but the deadlines listed in this paragraph may be waived by majority vote of the Board.

D. Those candidates receiving the most votes will fill the available seats in the Academy Board. In the event of a tie vote for a position, a result will be obtained by flipping a coin.

E. Terms are for three years and are staggered. A member is limited to two consecutive terms. If a member has served two consecutive terms, resigns, or is removed from office, he or she must wait a minimum of one year before serving on the Board. If a candidate is filling the term of a resigned or removed board member ("Replaced Board Member"), the Board will decide if the elected successor to the Replaced Board Member shall receive a new three year term or fill the remainder of term of the Replaced Board Member.

F. The term of office for Board members shall begin and end with the opening of the last regular meeting in June following the election. Between the election and taking office, the Board member elect shall be required to attend all regular meetings of the Board, as well as a orientation session designed to acquaint the member with the duties of office. Board members-elect shall be bound by all responsibilities of membership but have no vote on the Board. Board members-elect may participate in Board discussions.

G. Academy Board shall select its own leadership at the first meeting of the new board. At its own discretion, it may reorganize following the filling of a vacancy.

H. In the event of dismissal, resignation, or other vacancy of the Academy Board (other than any vacancy which occurs within six months of a regularly scheduled election), the Board will conduct a special election to fill the remaining portion of the vacant member's term. All removal processes shall be done in accordance with Section 617.0808, Florida Statutes. For a vacancy which occurs within six months of a regularly scheduled election (three months in the event that such vacancy was the result of a successful recall vote), the remaining Board members will appoint a replacement from candidates who submit their names to serve. The Board at its own choosing can determine whether or not to reorganize its Board offices following the filling of a vacancy. In the event that a vacancy occurs on the Academy Board that is to be filled at the next regularly scheduled election, the procedure for such an election will be as follows: All candidates will be placed on the ballot by random lot. The available 2-year terms on the Board shall go to those receiving the highest number of votes and the partial term(s) shall go to the candidate(s) receiving the next highest vote total.

I. In the event of a special election, the Board shall advertise the vacancy and request candidate nominations within one week of the confirmation of the vacancy. Interested candidates will have applied and submitted necessary paperwork within two weeks of the advertising of the vacancy. An election to fill the vacancy will occur within four weeks of the advertising of the vacancy. The special election shall run for one day during normal school hours and extend until 7:00 p.m.

ARTICLE IV: RESPONSIBILITIES

Section 1: Board Responsibilities

The following set forth the general duties and responsibilities of the Academy Board as a whole and its individual members.

- A. Academy Board shall set and enforce policy and assure that the Academy is run in a manner consistent with the Mission Statement and in compliance with all applicable laws, and the SLCSD Charter Contract.
- B. Academy Board shall develop and approve an annual budget and audit and operate within that budget.
- C. Academy Board shall appoint members to standing and ad hoc committees. Those elected to the Board will be expected to serve on a minimum of one standing committee.
- D. Academy Board shall establish and publish the school calendar, including any changes made during the school year.
- E. Academy Board shall be responsible for the maintenance of any records required by law or provided for by the Charter Contract.
- F. Academy Board shall negotiate and approve any changes to or renewals of the Facilities lease, its use and maintenance, and shall establish policy for facilities use.

G. Academy Board shall convene at least one regular monthly meeting while the school is open for business, subject to the Open Meetings Law, and will provide an opportunity for public input. In addition, the Board may convene work sessions as it deems appropriate.

H. Academy Board shall adopt and administer a grievance policy and procedure.

I. Academy Board shall approve an admissions policy and ensure compliance with all aspects of such policy.

J. Academy Board shall approve or disapprove all hiring and termination of school Executive Director employment contracts.

K. Academy Board shall enforce all contract issues, including employment, leases, and charter agreements with the District or State of Florida.

L. Academy Board shall be responsible for the implementation and monitoring of a code of conduct and discipline policy, consistent with applicable law and the Charter Contract.

M. Academy Board shall perform such other duties as appropriate and necessary to the safe and effective operation of the Academy and which promote the Academy's commitment to educational excellence.

N. Board members receive no payment for their services. With Board approval, Board members may be reimbursed for out-of-pocket expenses incurred on approved board business. Board members must present receipts for all such expenses, which shall be for the Board member only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board prior to reimbursement of any such expenditure to the Board meeting. Each year, at the Annual Meeting, the Board of Directors may set a schedule of allowable charges for meals, lodging, and mileage expended on Board business, and in such event, reimbursements shall not exceed these limitations.

ARTICLE V: OFFICERS

Section 1: Board Officers

The Officers of the Academy Board shall be the President, Vice President, and Treasurer. They shall be chosen by and from among the five members of the Board. ICA Director of Operations shall act as Secretary for the Board, and will record minutes, develop agenda, and sign up public speakers.

Section 2: President

The President shall preside over all regular and other official Academy Board meetings, have general charge of the business of the Board, and carry out its policies under the direction of the Board. The President shall have authority to delegate duties and responsibilities to other Board members. The President shall form committees as required and appoint committee chairs and other committee members, subject to concurrence of the Board.

Section 3: Vice President

The Vice President shall have all the powers and perform the duties of President in the absence or disability of the President. The Vice President shall perform such other duties as from time-to-time may be assigned by the President. The Vice President shall take full responsibility for organizing and overseeing elections to the Academy Board, except in those instances where the Vice President's involvement in the elections could constitute a conflict of interest, in which case the President shall appoint another Board member to oversee the elections.

Section 4: Secretary

The Secretary shall keep or cause to be kept full minutes of all meetings of the Academy Board, including a record of each member's attendance and all acts and votes of the Board. The minutes shall be kept in one or more bound books and shall be available in the school office for inspection by members of the public. The Secretary shall see that all notices of upcoming meetings are duly posted in accordance with the provisions of these Bylaws or as required by law and shall perform such other duties as from time-to-time may be assigned by the President.

Section 5: Treasurer

The Treasurer shall have general supervision of the financial affairs of the Academy, subject to Board concurrence, and shall have power to disburse funds, sign checks, drafts or other payments of money, and shall be required to make monthly presentations of financial statements to the Board. The Treasurer shall also perform such other duties as may from time-to-time be assigned by the President. The Treasurer will serve as chair to the Finance Committee.

Section 6: Officer Resignations and Removal

Any Officer may resign at any time by providing written notice to the President or Secretary of the Academy Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Board officer may be removed from office (but not from membership on the Board) at any time, provided just cause exists and is established by a majority of the Board members, and whenever, in their judgment, the best interests of the Academy are served by the removal.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees

The following committees, if instituted, will be standing committees of the Academy Board and will operate on an advisory basis: Marketing Committee (Parent-Teacher Organization), Accountability Committee (School Advisory Council), Fundraising Committee, and Ag Committee. Committee membership shall include parents, staff and a minimum of one board member. The Board will promote committee membership from among Academy parents and staff. The Board may establish additional committees as deemed necessary.

Section 2: Agriculture Committee

The Ag committee will over see the development of an ag program at ICA, including but not limited to curriculum adoptions, ag teacher appointment, marketing of the program in the community, organization of activities and events, formation of 4H, FFA, or other formal programs, and any other ag-related needs of the school.

Section 3: Facilities Committee

Section 5: Marketing Committee (PTO) – Parent-Teacher Organization

The Marketing Committee will work with ICA Board and Administration to develop school marketing materials and maintain/update the school website. The Committee will report any recommended actions, costs, and associated timelines to the Academy Board for review and action.

Section 5: Other Committees

The Board may constitute such other committees as it may, from time-to-time, deem necessary to promote the goals and objectives of the Academy.

ARTICLE VII: TERMINATION OF MEMBERSHIP

Section 1: Removal of Member

Removal will be done in a manner compliant with Section 617.0808, Florida Statutes. Section

Section 2: Mandatory Meetings

Attendance at the Board meetings is mandatory. For any member receiving two consecutive unexcused, three excused or total absences per school year from regularly scheduled meetings, the board will be required to hold a vote to retain or remove the member. The Board President or designee shall determine whether absences are excused or unexcused.

ARTICLE VIII: AMENDMENTS

Proposed amendments to these Bylaws shall be submitted in writing to the Board President. Copies shall be provided to all Board members at least one week prior to a regularly scheduled Board meeting. Consideration of amendments shall include an opportunity for the public to comment. A majority of the members shall be necessary to adopt any proposed amendment.

ARTICLE IX: DEFINITIONS

Section 1: Parent

A “parent” shall mean the adult or adults having legal custody/guardianship of an enrolled Academy student. Where more than one adult has legal custody of a student, whether or not those adults reside in the same household, notification of any of those adults shall constitute notification of a parent as used in these Bylaws.

Section 2: Staff

“Staff” shall mean any person, including teachers, directors & deans, principals, support personnel, etc., serving under an employment contract with the Academy.

Section 3: Executive Director

The “Executive Director” shall mean the staff person having primary responsibility for the day-to-day operations of the Academy including interaction and liaison with the District.

Section 4: Principal

“Principal” shall mean a staff person having primary responsibility for academic progress and faculty matters.

Section 5: Faculty

“Faculty” shall mean any person who has been hired as a teacher and does not include Instructional Assistants.

ARTICLE X: OPEN MEETINGS LAW, PUBLIC RECORDS ACT, FAMILY EDUCATIONAL PRIVACY RIGHTS

The Academy acknowledges and agrees that it is subject to the provisions of the Florida Open Meetings Law, and that it will fully comply with the provisions of such law in connection with all its activities.

The Academy acknowledges and agrees that it is subject to the provisions of Florida Public Records Law, and that it will fully comply with the provisions of such law in connection with all its activities.

The Academy acknowledges and agrees that it is subject to the provisions of Family Educational and privacy Act (FERPA) of 1974, and that it will fully comply with the provisions of such law in connection with all its activities.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern the Academy Board whenever they are applicable and not inconsistent with these Bylaws, Charter Contract, or State law.

ARTICLE XII. FISCAL YEAR AND CHECK SIGNING

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing.

The President and Secretary are authorized to sign checks for the Corporation. The Corporation may authorize other persons to sign checks by written resolution adopted by a majority of a quorum of the Board. The Board of Directors shall establish a policy setting the amount above which checks must have two signatures.

ARTICLE XIII. Additional Provisions

Section 1. Indemnification of Officers and Board Members.

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. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

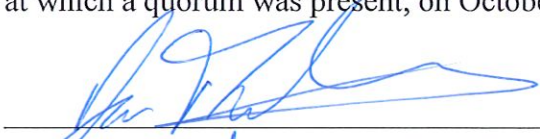
Section 2. Insurance.

The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 3. Audit.

At the close of the first fiscal year of charter school operation, the accounts of the Corporation shall be audited by an independent auditor, who meets the requirements set forth in Florida law for auditors of charter schools and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be selected in accordance with the procedures required by law. The audit shall be done in compliance with Florida Statutes governing charter schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with legal requirements.

These Bylaws were adopted by a 2/3 majority of the Board of Directors, at a duly noticed meeting, at which a quorum was present, on October 25th, 2023

 _____, Board Secretary

10/25/23 Date 6:25 Time