

BY LAWS OF

OF

[University Preparatory Academy-Palm Beach.]

(A Florida Not-For-Profit Corporation)

ARTICLE I

NAME

Section 1.1. **Name.** The name of the Corporation shall be University Preparatory Academy-Palm Beach., (the “Corporation”).

ARTICLE II

ORGANIZATION

Section 2.1. **Statement of Purposes.** The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for operating high quality charter schools within the State of Florida and to distribute the 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 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 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 (or the corresponding provisions of any future 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. Pursuant to Section 1002.33(8)(e), Florida Statutes, upon dissolution, all unencumbered public funds and property purchased with public funds, will revert to the ownership of the School District sponsor.

ARTICLE III

MEMBERSHIP

Section 3.1. **Members.** This Corporation shall have no members. Any action, which would otherwise by law require approval of a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the Board of Directors.

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. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at Which a quorum of no less than half seventy five (75%) of the Board is present. The affirmative vote of not less than a majority of the then current board members at a duly noticed meeting shall be necessary for all actions by the Board relating to the following:

- 4.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;
- 4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;
- 4.1.3. Organization of a subsidiary or affiliate by the Corporation; and
- 4.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2. Number of Directors. The initial Board shall consist of three (3) Directors as set forth in the original Articles of Incorporation. The number of Directors may be increased to no more than eleven (11) and decreased to no fewer than three (3) by a majority vote of the Board. In the event of an increase in the number of Directors, the additional directorships created shall be filled in a manner prescribed herein for the Election of Directors in accordance with Section 4.4.

Section 4.3. Nomination of Directors. Not less than one month prior to a regular meeting, the Board may appoint a nomination committee to consist of no fewer than two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

Section 4.4. Election of Directors. Directors shall be elected by the Board at any meeting when there is an open seat on the board from a slate of nominees.

Section 4.5. Term of Elected Directors. The initial Board of Directors are:

<u>Name</u>	<u>Term Expires</u>
Anthony Polazzi.....	June 30, 2019
Daryl Cobb.....	June 30, 2019
Melissa Klafter.....	June 30, 2019
Britt Pogue	June 30, 2019

All correspondence can be sent to:

**University Preparatory Academy-Palm Beach.
2101 N Australian Ave
West Palm Beach, FL 33407**

All current Directors or their elected replacements shall hence forth serve a term of three (3) years.

Section 4.6. 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 his predecessor’s term, a Director so elected to fill a vacancy shall hold office of the remainder of his predecessor’s term.

Section 4.7. Resignation or Removal of Directors. A Director of the Corporation 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, specifically, but not by way of limitation, they may remove any Director for failing to attend

three (3) consecutive meetings of the Board without the necessity of a meeting or otherwise taking a position that is contrary to the philosophy and direction of the Corporation. A Director who is an officer that has been removed as set forth in Section 4.7. is automatically removed as a committee member.

Section 4.8. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. The Corporation will follow Section 112.313(10) and 112.313(3), Florida Statutes, which prohibits an employee of a political subdivision in the State from also holding office as a member of the governing board, and which prohibits a public officer, acting in a private capacity, from selling goods or services to that person's agency.

Section 4.9. Annual Meetings of the Board. The annual meeting of the Board shall be held without other notice than this Bylaw during the month of July of each year, 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 4.10. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President 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 4.11. 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 mail notice of 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 4.12. Quorum and Action of the Board. Majority, Seventy five (75%) of the Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. 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 the time of adjournment.

ARTICLE V **OFFICERS**

Section 5.1. Number. The Corporation may have a President, Vice President, Secretary and Treasurer, each of 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. 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 hereinabove at the annual meeting of the Board. A duly elected officer shall hold office for a term of three (3) years, 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 because of death, resignation, removal, disqualification or otherwise (including removal in the event an officer is not reelected during his term in office) shall be filled by an election by the Board as set forth in Section 4.1 for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of officers. An officer of the Corporation may resign at any time by tendering his resignation in writing to the President 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 hereinabove.

Section 5.5. President. The President shall preside at all meetings of the Board. He or she shall act as a duly 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 or she shall report as directed to the Board at each meeting. He or she 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 to 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 President and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 5.7. Secretary. The Secretary shall keep or cause to be kept 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 of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, authenticate records of the Corporation 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 5.8. 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 other duties as may be prescribed by the Board.

Section 5.9. Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Section 5.10. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one (1) month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his services in the following order:

5.10.1 The Vice President shall perform the services of the President.

5.10.2. Any other officer may perform the services of the Secretary in his or her absence.

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

5.10.4. The President shall perform the services of the Vice President.

Section 5.11. Salaries. Officers will not receive compensation for services rendered as officers of the Corporation. The Corporation will follow Section 112.313(10) and 112.313(3), Florida Statutes, which prohibits an employee of a political subdivision in the State from also holding office as a member of the governing board, and which prohibits a public officer, acting in a private capacity, from selling goods or services to that person's agency.

ARTICLE VI COMMITTEES OF THE BOARD

Section 6.1. Committees of the Board. The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the President shall annually appoint the members and the chairmen of the standing committees and shall fill vacancies on any standing committee. Appointments by the President shall be made at the annual meeting of the Board. In addition, the President may, if so 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 6.2. 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 6.3. 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 special committee shall be specified in the resolution creating the committee.

Section 6.4. 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 6.5. Committee Meetings. Meetings of any committee may be called by the chairman 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 one (1) weeks 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 meetings and report to the Board as necessary with recommendations.

Section.6.6. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his resignation in writing to the President of the Board. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee. A director who is a member of a committee that has been removed as set forth in Section 4.6. above is automatically removed as a committee member.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. 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), judgments, 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 7.2. 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.

ARTICLE VIII **CONTRACTS. CHECKS. DEPOSIT BOOKS AND RECORDS**

Section 8.1. 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 8.2. 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 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. Contributions. The Board will adopt a Policy on Contributions and political endorsements. The policy will expressly prohibit the following actions by the organization at any time or place, by any party on organizational property or by any party present at or participating in any organizational functions:

- 8.5.1** Endorsing or opposing either directly or indirectly any candidate for public office
- 8.5.2** Donating or contributing to a candidate's campaign
- 8.5.3** Participating or engaging in political fundraising events or otherwise soliciting contributions to a candidate's campaign
- 8.5.4** Distributing statements for or against a particular candidate
- 8.5.5** Engaging in any other activity that may favor or oppose a candidate

Contributions/Donations to the School – All donations to the school become property of the school and shall be reported to the appropriate office staff. Employees are prohibited from accepting contributions/donations for their personal use.

Section 8.6. Conflicts of Interest. The Board will adopt a Policy on Conflicts of Interest.

Section 8.7. 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 8.8. Financial Statements. Not later than two (2) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Board member.

ARTICLE IX
FISCAL YEAR

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE X
CORPORATE SEAL

Section 11.1. Corporate Seal. The Board shall provide 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 XII
NOTICE

Section 12.1. 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, either personally or by depositing the same in a post office box in a postpaid envelope, transmitting by facsimile or by delivering the address through other electronic means provided by the individual to the Corporation, the cost thereof being prepaid, in either case addressed to such Director or officer at his address as the same appears in the records of the Corporation. The notice shall be effective as set forth in Florida Statutes Section 617.0141.

Section 12.2. 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 XIII
AMENDMENTS

Section 13.1. By Directors. These Bylaws may be amended or repealed wholly or in part, consistent with any bylaws adopted by the Board, at any meeting at which a quorum is present by an election by the entire Board in accordance with Section 4.1 hereinabove.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the University Preparatory Academy-Palm Beach., a Florida not-for-profit corporation; that these bylaws, consisting of eight (8) pages including this page, are the bylaws of this corporation as adopted by the Board of Directors on **July 1, 2016**; and that these bylaws have not been amended or modified since that date.

Executed on **July 1, 2016**.

 _____, Acting Secretary



University Preparatory Academy
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www.upaflorida.org

Dr. Mike Hill
Principal

January 11, 2024

RE: 2023 - 2024 Annual Review, Letter from School Indicating By-Laws are Compliant

University Preparatory Academy is in compliance with all Sunshine State Laws. By-laws and incorporation documents are included in this Charter School Review. All Documents were created and filed by the school's attorney, Collette Papa.

A handwritten signature in black ink, appearing to read 'Mike Hill', is written over a horizontal line.

Dr. Mike Hill
Principal