

**AMENDED BYLAWS**  
**OF**  
**THE VILLAGE SCHOOL OF NAPLES, INC.**

**ARTICLE ONE**

**NAME**

The name of the corporation is The Village School of Naples, Inc. (hereinafter, the "Corporation"). The Corporation may, from time to time, also use the name The Village School or The Village School of Naples.

**ARTICLE TWO**

**OFFICES AND REGISTERED AGENT**

The principal office of the Corporation in the State of Florida shall be located at 6000 Goodlette-Frank Road, Naples, FL, 34109, or such other place as shall be lawfully designated by the Board of Trustees (hereinafter, the "Board" or "Trustees")

The street address of the registered office of the Corporation shall be 3001 Tamiami Trail North, Suite 400, Naples, Florida and the registered agent shall be Kenneth Krier, Esq.

**ARTICLE THREE**

**PURPOSE**

The Corporation is organized by North Naples United Methodist Church, Inc. (the "Church") to operate a school for the religious and secular education of children, including but not limited to pre-school ages through twelfth grade (the "School") and also to operate a child care facility in conjunction with the School. The Corporation is organized exclusively for the educational and charitable purposes that are within the meaning of section (501)(c)(3) of the Internal Revenue Code.

**ARTICLE FOUR**

**BOARD OF TRUSTEES**

**4.1 General.** The Trustees shall have general oversight and control of the property and affairs of the Corporation and shall have and may exercise all powers of the Corporation except such as are expressly prohibited by law or by these Bylaws. At all times at least 75% of the Board shall be comprised of members, in good standing, of the Church, as reflected in the memberships rolls of the North Naples United Methodist Church, Inc. ("Church Member"). The

Senior Administrative Official (currently titled “Head of School”) shall serve as a non-voting member of the Board of Trustees, but shall not be included for purposes of determining the number of Trustees or for purposes of declaring a quorum at any meeting of the Board.

**4.2 Number.** The number of Trustees shall be at least seven (7) and no more than sixteen (16). All Trustees shall serve until their successors are appointed. All Trustees shall have equal or full voting responsibilities as a member of the Board. Subject to the foregoing, the number of Trustees may be fixed from time to time by action of the Trustees. The number of Trustees may be increased or decreased by action of the Board, provided that any action by the Board to effect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any Trustee then in office. The Chair of the Board of Stewards of the Church shall be a Trustee and shall be included in determining the 75% church membership composition of the Board as provided above.

**4.3 Appointments and Elections.** The procedure for appointments and elections to the Board will be as follows:

**4.4 Nominations.** On or before May 1 of each year in which the term of an elected Trustee expires, the Chairman or Chairwoman (as the case may be) of the Board (hereinafter, the “Chair”) shall nominate, with the advice and consent of the Church, one or more candidates to fill any vacancies on the Board.

**4.5 Elections.** Subject to the provisions of this Article Four, the Board shall vote to elect the candidate(s) that will fill any vacancy(ies) on the Board. The election will take place at a meeting of the Board on or before June 1 of each year, after having determined that a quorum of all Trustees is present. Qualifying information about each candidate must be distributed to all members of the Board at least 7 (seven) days prior to the Board meeting to elect candidates. Each Trustee present at such meeting may vote for each candidate. A candidate shall be elected by the majority of the Board voting in favor. Each candidate being nominated shall be nominated for a Trustee’s position that will be available at the time that they are to begin their term (usually August 1). The election of each Trustee of the Corporation then serving shall be subject to ratification and confirmation by the Charge Conference of the Church in the fall.

**4.6 Term.** Terms of service for all Trustees shall be three years, renewable for one additional term of three years, for a maximum of six years of consecutive service; provided, however, that a Trustee who has served not more than six years and who is a member of the Executive Committee may serve one additional three-year term. A person who reaches the maximum years of service must wait at least one full year before joining the Board of Trustees again in any capacity. Notwithstanding the foregoing, an individual Trustee concluding any three-year term and who has served as Chair of the Board during the last year of their term may serve as Chair Emeritus for one additional year as a voting member of the Board. All

appointments for the Board shall be in writing and, unless otherwise stated in these bylaws, will become effective upon approval by the Board of Trustees at a meeting at which a quorum is present.

**4.7 Vacancy.** Any vacancy on the Board that is not caused by the expiration of a Trustee's term shall merely reduce the number of duly elected and acting Trustees until such time as that vacancy is filled. Such vacancies may be filled by a majority of the remaining Trustees by election at any regular meeting of the Board, provided a notice of the election and qualification of nominees be distributed to the members at least seven (7) days prior to the election. These vacancies shall be filled for the unexpired term only. Once this term has expired, the nomination and election shall take place in accordance with sections 4.4 and 4.5 set forth above.

**4.8 Removal.** A Trustee may be removed with or without cause by the vote of two-thirds of the Trustees then in office. Board action to remove a Trustee is not valid unless each Trustee is given seven (7) days written notice that the matter will be voted upon at a Trustees' meeting or unless notice is waived by the Trustee being subject to removal.

**4.9 Resignation.** Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the Chair of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**4.10 Deemed Resignation.** The failure of a Trustee to attend three (3) consecutive regular Board meetings may be treated by the Board as a resignation of the Trustee. The Chair shall contact the absent Trustee and discuss the reasons for such absences with the Trustee. At the next Board meeting, following the three consecutive absences, the Chair shall make a report to the Board on such absences and the Trustee's interest in continuing to serve on the Board. The Board shall then elect either to accept the absences as a deemed resignation or to request that the Trustee improve the Trustee's attendance. If the Trustee in question was not in attendance at a meeting in which the Board made its election, the Chair shall give written notice of the Board's action to the absent Trustee.

**4.11 Compensation.** Trustees shall serve without compensation but may be reimbursed for expenses actually and reasonably incurred on behalf of the school.

**4.12 Incapacity.** An individual shall be considered to be incapacitated and, thus, subject to removal from the Board, if the individual is under a legal disability or by the reason of illness or mental or physical disability, is unable to give prompt and intelligent consideration to financial matters. The determination as to whether an individual is incapacitated shall be made by the Trustees (other than the individual), who may rely conclusively upon (1) the written opinion of the individual's primary physician, (2) the written opinion of any two physicians, or (3) the

written order of a court appointing a Conservator or Guardian of the individual's person or property.

## **ARTICLE FIVE**

### **POWERS AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

**5.1 Oversight by Board.** The Board shall exercise general oversight of the management of the business and property of the School and shall have all powers of the School except such as are specifically reserved to the members of the school by law or by these Bylaws.

**5.2 Responsibilities.** The Board's primary responsibilities are to determine and guide the character, mission, and culture of the School, to establish overall policies for the School, to ensure the financial stability of the School, and to cause the policies that the Board adopts to be effectively implemented. Without limiting the foregoing or such other responsibilities and obligations as may be found under the laws of the State of Florida, the Board shall undertake the following responsibilities:

- (a) Monitor the School's financial management; approve capital expenditures in accordance with the financial policies adopted by the Board; adopt annual capital and operating budgets for the School; institute, promote, and direct major fundraising for the School and otherwise undertake such steps as may be necessary to protect the financial stability of the School;
- (b) Approve and adopt the philosophy of education and the objectives of the School; develop, implement, and update the School's strategic plan; review the School's programs to ensure that the School is well-managed in accordance with the School's mission and purposes;
- (c) Define and promulgate general policies for the School for the effective operation of the School, including financial, employment, operating, and educational policies and procedures and ensure their effective implementation;
- (d) Ensure that the School has adequate physical resources for the performance of its educational mission; adopt policies and procedures to maintain the physical plant of the School; provide the sound management of the assets of the School; and,
- (e) Appropriately communicate with the faculty, staff, students, and parents to keep the Board's constituency informed.

The Board shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised consistent with the laws of the State of Florida, the Certificate of Incorporation, and the Bylaws, including the power:

- (a) To select a Head of School upon compliance with the Corporation's

then-existing Personnel Policies and Procedures governing the hiring;

- (b) To approve an annual School budget, and to establish on an annual basis the tuition and other charges of the School;
- (c) To purchase or otherwise acquire property, rights, or privileges for the School, subject to the consent of the Church;
- (d) To pay such property, rights, or privileges with money, bonds, debentures, or other forms of securities of the School, or by the delivery of other property of the School, subject to the consent of the Church;
- (e) To create and make mortgages, bonds, notes, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, and to take every act necessary to effectuate the same, subject to the consent of the Church;
- (f) To determine by whom and in what manner the School's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed;
- (g) To establish compensation policies for employees of the School; and,
- (h) To advise the Head of School and require specific Board approval of matters the Board determines may have a material effect on the spiritual, educational, or financial health of the School.

**5.3 Certain Specific Powers of the Trustees.** Without limitation of the foregoing general powers, the Trustees shall have the power to elect or appoint committees, officers, or agents, in addition to those elsewhere provided for in these Bylaws, to prescribe the term of office, title, powers, and duties of such committees, officers, or agents; to determine the reasonable compensation of officers, employees, and agents and to make rules and regulations governing such officers, employees, and agents; to designate a substitute officer to perform the duties and exercise any of the powers of any officer in the event of the absence or disability of such officer; and generally to take any action that they may deem fit and proper to carry out the charitable purposes of the Corporation as set forth herein.

## **ARTICLE SIX**

### **MEETINGS AND BOARD LOGISTICS**

**6.1 Meetings.** A regular Annual Meeting of the Board of Trustees shall be held in August of each year. All other meetings shall be held at such time and place as shall be fixed by the Board of Trustees from time to time. The Chair shall call all meetings and shall provide proper notice of the time and place. The meetings shall be conducted pursuant to Robert's Rules of Order. The Chair and the Head of School will make reasonable efforts to deliver written agendas, committee minutes and reports, financial and staff reports and other background material for action items to Trustees in advance of each regular meeting. A Trustee shall have the right to have requested items included on the agenda. The Chair and the Head of School shall work with the Secretary and the committee chairs to ensure that minutes, reports, and agenda items are received

by the Head of School in advance for inclusion in the board meeting minutes.

The Senior Pastor of North Naples United Methodist Church shall receive notice of all meetings of the Board of Trustees, as if a member, and be entitled to attend all such meetings and participate in all Board discussions at such meetings except for portions declared by the Board Chair to be in executive session, pursuant to Section 6.5 below. However, the Senior Pastor shall not be a member of the Board for quorum or any other purposes and may not vote on proposed Board action.

**6.2 Annual Meeting.** The Chair, together with the Executive Committee, shall establish and publish the upcoming year's calendar of Board meetings in furtherance of the strategic direction of the Board. The Board shall be required to meet at least once per quarter. The Board shall hold its annual meeting in August of each year.

**6.3 Special Meetings.** Special meetings of the Board for any purpose or purposes may be held on the call of the Chair or any three Trustees. Notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of the business to be transacted thereat shall be given by the Secretary in person or by mail or by facsimile number last shown on the records of the School. Business transacted at a special meeting shall be limited to the matter stated on the notice of the meeting.

**6.4 Quorums & Voting.** Except to the extent herein or in the Articles of Incorporation of the Corporation provided a majority of the Members of the Board of Trustees shall constitute a quorum. At any meeting held to remove one or more Trustees, a quorum shall be present at such meeting. Whenever a vacancy on the Board of Trustees shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Members of the Board of Trustees, excluding the vacancy. A majority of the Trustees present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the acts of the Board of Trustees shall be by a majority of the Trustees present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Trustees entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Trustees with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

**6.5 Notice.** Notice of all Regular and Special Meetings of the Board and for any Executive Committee of the Board shall also be given to the Senior Pastor of the Church within the above time frames, and the Senior Pastor shall be entitled, at his or her option, to attend any such meetings, excepting only any meeting of the Board or Executive Committee in Closed Session called for the purpose of discussing personnel-related matters that do not impact the Church, its officers, Trustees and employees.

**6.6 Waiver of Notice.** A Trustee may, by suitable writing, waive notice of any meeting. Attendance at a meeting constitutes a waiver of notice.

**6.7 Waiver or Consent.** The transaction of business at any meeting of the Board, however, called and noticed and whenever held, shall be valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of

the Trustees not present signs a written waiver of notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or made a part of the minutes of the meeting.

A Trustee present at any meeting of the Trustees shall be presumed to have received due notice thereof. Any meeting shall be a legal meeting without notice if each Trustee, or his attorney thereto duly authorized, waives notice, either before or after the meeting, by a writing filed with the records of the meeting. Whenever notice to any Trustee of a meeting of the Trustees is required, such notice shall be sufficient, whether given orally, or by telephone or facsimile, or by writing, if received by him/her at least three days before the meeting; and the mailing, postage prepaid, of a notice stating the time and place of the meeting and addressed to a Trustee at his/her last known place of business or residence as appearing on the books of the Corporation, at least seven days before the meeting, shall be sufficient notice thereof to such Trustee in any event.

**6.8 Teleconference Meeting.** The Board may permit one or all of the Trustees to participate in a regular or special meeting of the Board by the use of any means of communication by which all Trustees may hear each other simultaneously during the meeting. A Trustee participating in this manner shall be deemed to be present in person at the meeting.

## **ARTICLE SEVEN**

### **OFFICERS**

**7.1 Officers.** The officers of the Board of Trustees shall be the Chair, Vice Chair, Treasurer, and Secretary, and such other officers as may be authorized by the Board of Trustees (the "Officers"). The Officers must be Trustees. All Officers shall be elected to one-year terms at the Annual Meeting. Vacancies may be filled at any time by the election of an Officer who shall fill the remainder of the term of the original Officer. If a person is elected as an Officer to fill a vacancy and serves for the unexpired term, such service shall not be counted in determining eligibility for reelection.

#### **7.2 Powers and Duties of Officers**

- (a) **The Chair.** The Chair must be a Church Member unless otherwise approved by the Senior Pastor of the Church. The Chair shall preside at all meetings of the Board, shall have the right to vote, shall support all committees, shall provide an annual charge to each committee, and shall have such other powers and duties as are incident to the office of the Chair. The Chair shall serve on the board of Trustees of the Church and shall work closely with the chair of such board in making decisions that impact the operations of the School.
- (b) **The Vice Chair.** The Vice Chair shall have such powers and shall perform such duties as may be assigned by the Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall also otherwise perform all duties incident to the office of the

Vice Chair.

- (c) The Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the School. The Treasurer shall, with the assistance of the Head of School and the Chief Financial Officer, monitor all accounts and records and shall direct the preparation of the annual audited financial statements. The Treasurer shall oversee the custody of the funds and securities of the School and shall render periodic accounting of the financial condition of the School to the Board. The Treasurer shall also otherwise perform all duties incident to the office of Treasurer.
- (d) The Secretary. The Secretary shall keep the minutes of the meetings of the Board and see that all required notices are given. The Secretary shall be the custodian of the Corporate Seal, which shall be kept at the School office, and shall otherwise perform all duties incident to the office of Secretary.

**7.3 Trustee Elected to Officer Position in Last Year.** In the event that an Officer's term as Trustee expires before the end of the Officer's appointment, that Officer's term as Trustee shall be extended until the end of the individual's term in office.

## **ARTICLE EIGHT**

### **COMMITTEES**

**8.1 Executive Committee.** Executive Committee. The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer and such other Trustee, if any, as may be authorized by the Board of Trustees. Each Trustee so added as an Executive Committee member shall be deemed a Member At Large and shall be deemed an Officer of the Corporation and shall serve until the next Annual Meeting of the Board. The Executive Committee may exercise all powers of the Board of Trustees during the interim between meetings of the Board in accordance with applicable law. The Executive Committee may also meet at the call of the Chair to advise the Chair or the Head of School. The Executive Committee shall evaluate, set goals, and approve the compensation for the Head of School.

The Senior Pastor of North Naples United Methodist Church shall be entitled to notice, as if a member of the Executive Committee, of any meetings of the Executive Committee concerning a "crisis event" which could place the reputation of the School or the Church at risk and may participate in the discussions at any such meeting, but not vote.

**8.2 Finance Committee.** The Finance Committee shall be a standing committee of not less than four Trustees including the Treasurer. The Finance Committee shall, in cooperation with the Head of School and be responsible for reporting on the overall management and supervision of the financial affairs of the School. The Finance Committee shall be responsible for the preparation and oversight of the annual school budget.

The Finance Committee shall recommend to the Board the selection of certified public accountants to audit the books of account and other appropriate records of the corporation annually and at such other times as the Board shall determine by resolution. The Finance Committee shall review the annual audit and when deemed appropriate, meet with the certified public accountants who conducted the audit. The Finance Committee shall report annually to the Board the findings of each year's audit.

**8.3 Governance Committee.** The Governance Committee shall be a standing committee of not less than three, and no more than five, Trustees. The Governance Committee shall be responsible for recommending Trustee nominations, officer nominations, recommendations for filling Trustee vacancies, and the orientation of new Trustees. All recommendations for nominations to fill Trustee positions must be submitted to the Chair – which, in turn, will seek the consent of the Church for such nomination – by on or before May 1 of any given year.

The Governance Committee shall oversee and periodically review the by-laws of the corporation to ensure alignment with the mission of the corporation. The Governance Committee shall make recommendations to the Board for necessary updates and revisions to the by-laws.

**8.4 Special Committees.** The Chair may appoint special or ad hoc committees to assist the Board of Trustees.

**8.5 Standing Committee Nomination.** Members of standing committees shall be nominated by the Chair, after consultation with the Nominating Committee, the Head of School and the Board. They shall be elected annually by a majority of the Board at or following the Annual Meeting of the Board. Except as provided in these Bylaws, the Chair and the Head of School shall be ex-officio members of all standing committees without the power to vote, and each standing committee shall include at least two additional Trustees. Each Trustee shall serve on at least one committee. Except where otherwise provided in this article or determined by vote of a majority of the Board, additional members, including persons who are not on the Board, may be appointed by the Board to serve on a standing committee.

**8.6 Discontinued Committees.** The Board may discontinue any standing committee from time to time and duties of any committee so discontinued shall be performed during such discontinuance by another committee or the Board, as the Board may direct.

**8.7 Meetings of Standing Committees.** Except as otherwise provided in this section, all standing committees shall meet at least two times annually and shall report on all actions and considerations to the Board. Minutes of the meetings of the Committees shall be prepared and delivered to the Board prior to the next regular meeting of the Board following the meeting of the committee. The Board shall establish at its annual August meeting a general timetable for Committee reports.

**8.8 Special Executive Committee Concerns.** The Executive Committee shall have and exercise when the Board is not in session and prudent and expeditious management requires prompt action, all of the authority of the Board in the governance of the School. This power is limited with respect to the amendment of the Bylaws, the removal or election of Trustees,

officers, or the Head of School, or any such authority that may be limited by resolution of the Board or these Bylaws.

## ARTICLE NINE

### **HEAD OF SCHOOL**

**9.1 Executive Functions.** The Head of the School shall be the chief executive officer and official advisor and executive agent of the Board. The Head of School shall exercise the general supervision over all the affairs of the School, represent the School to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head of School shall have the powers, on behalf of the Board of Trustees to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.

**9.2 General Management.** The Head of School shall be delegated the general management responsibilities for the School by the Board of Trustees. The Board shall maintain general oversight over these activities.

**9.3 Appointment.** In the event of a permanent vacancy in the office of the Head of School, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee appointed by the Board. An affirmative vote of at least two-thirds of the Trustees is required for appointment.

**9.4 Administrative Responsibilities.** Within the policy guidelines established by the Board, the Head of School shall develop institutional programs, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, prepare the annual budget, and shall have the responsibility for the day-to-day operation of the School.

**9.5 Assistance to the Board.** The Head of School shall work in close conjunction with the Board and guide it in preparation of agendas in its meetings and the long-range development of the School.

**9.6 Annual Review of Performance and Compensation.** An annual review of the performance of the Head of School shall be conducted. The Board shall determine the procedure and process to be followed after consultation with the Head of School. The process shall include input from each Officer of Executive Committee, the Head of School, a self-evaluation by the Head of School, and an evaluation of the Head of School's progress in accomplishing the annual strategic goals of the School, to the extent applicable. The Executive Committee shall make any recommendations that it may have with respect to the Head of School's compensation, which shall have been reviewed for intermediate sanctions concerns, and shall make a written report of such findings, actions, and recommendations.

**9.7 Dismissal of the Head of School.** A decision not to renew the Head of School's contract or to terminate the services of the Head of School can only be undertaken by the Board at a regular meeting or a special meeting provided due notice of the contemplated action is given.

**ARTICLE TEN**  
**INDEMNIFICATION**

To the maximum extent permitted by the General Not for Profit Corporation Act of the State of Florida as in effect at the time of the adoption of these Bylaws, or as amended from time to time, the Corporation shall indemnify any person who was or is a party, or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Trustee, Officer, or administrator of the Corporation acting within the scope of his or her normal duties, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The foregoing right of indemnifications shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise.

**ARTICLE ELEVEN**  
**CONFLICT OF INTEREST**

A Trustee shall not vote or debate on any matter in which the Trustee has a direct or indirect pecuniary interest. The Board may approve a transaction in which a Trustee has an interest if the material facts of the transaction and the Trustee's interest are disclosed and if the Trustees approving the transaction in good faith reasonably believe that the transaction is fair to the School.

**ARTICLE TWELVE**  
**FISCAL AUTHORITY**

**12.1 Endorsement of Checks.** All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable by the School shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Trustees. Disbursements of funds or credit card charges shall be made only by persons authorized by the Board. Disbursements up to \$10,000.00 must be authorized by any one of the Head of School, Board Chair, Board Vice Chair, Board Treasurer or Board Secretary. Disbursements above \$10,000.00 must be authorized by two of the above individuals. No individual may sign or co-sign a check payable to such individual.

**12.2 Authorization to Enter into Contracts.** The Board of Trustees or the Executive Committee except as the Bylaws or Article of incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees or the Executive Committee, no officer, agent, or employee shall have any power or authority to bind the School by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

## **ARTICLE THIRTEEN**

### **DISCRIMINATION**

There shall be no discrimination by the School in the selection of its governing board, in the employment of personnel, in the admission of students, or in the administration of the School's programming because of race, color, religion, national origin, sex, age, sexual orientation, or handicapped status in violation of existing state or federal law or regulations.

## **ARTICLE FOURTEEN**

### **GENERAL PROVISIONS**

**14.1 General Authority.** The Board shall have such powers as provided in the State of Florida Nonprofit Corporate Act, as amended from time to time (the "Act") and shall conduct itself in accordance with the requirements of the Act. In the event of a conflict between these Bylaws and the Act, the Act shall control.

**14.2 Standard of Care.** Each Trustee and Officer of the School shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Trustee or Officer believes to be in the best interest of the School. In discharging his or her duties, a Trustee or Officer may rely on reports, information, opinions, and financial statements of others provided the Trustee or Officer reasonably believes that such items merit confidence or that such items were prepared by reliable and competent persons.

**14.3 Fiscal Year.** The fiscal year of the School shall begin on July 1 and end on June 30 of each calendar year.

**14.4 Amendments.** These Bylaws may be amended by presenting the proposed amendment, in writing, at any meeting of the Board, and by a 3/4 majority vote of all members of the Board present at the next meeting of the Board.

**14.5 Charitable Limitations (Including Dissolution).** Notwithstanding any other provision of these Bylaws, no Trustee, Officer, or employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the School that is not permitted to be taken or carried on by an organization exempt in the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In the event of the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the Church or to the Florida Conference of United Methodists if the Church no longer exists.