



**BYLAWS
OF
LAKE WALES CHARTER SCHOOLS, INC.**

**ARTICLE I
DEFINITIONS**

When used in these Bylaws the terms set forth in this Article shall have the following meaning:

1. "Corporation" shall mean LAKE WALES CHARTER SCHOOLS, INC., a Florida not-for-profit corporation with 501(c)(3) status from the Internal Revenue Service.
2. "Board" shall mean the Board of Trustees of the Corporation.
3. "System" shall consist of the public charter schools known as Lake Wales High School, Dale R. Fair Babson Park Elementary, Hillcrest Elementary, Janie Howard Wilson Elementary, Polk Avenue Elementary, and Edward Bok Academy as governed by the Board of Trustees of the Lake Wales Charter Schools, Inc.
4. "Chair" shall mean the Chairperson of the Board of Trustees.
5. "Charters" shall mean the six school charters agreed to between the Polk County School District and the Board of Trustees on behalf of each of the schools within the System.

**ARTICLE II
MISSION**

Section A. Mission

The mission of Lake Wales Charter Schools, Inc. is to bring the best of public education to the Lake Wales community by providing innovation and choice within a continuous pre-school through postsecondary curriculum so that each child recognizes the benefits of life-long learning, constructive citizenship and personal happiness.

ARTICLE III CORPORATION

Section A. Purpose

1. The Corporation has been created to provide the governance for this System of public charter schools located in the greater Lake Wales, Florida area.
2. The System is designed to improve student learning and academic achievement with the use of innovative learning methods in compliance with Section 1002.33, Florida Statute 1002.33 known as the Florida Charter School Law.
3. The System shall be non-sectarian in its programs, admission policies, employment practices and operations and will admit students without regard to sex, race, color, creed, religion, or ethnic or national origin in the same manner as other public schools in Florida.
4. The Corporation shall have no members. The Trustees shall have all powers and duties for the conduct of the activities of the Corporation.
5. Trustees shall be devoted to the mission and purpose of the System and shall represent the best interests of the community.

ARTICLE IV GOVERNING BODY

Section A. Composition and Selection

1. Board of Trustees. The governing Board of the Corporation shall be known as the Board of Trustees. The selection of the term "Trustees" for Board members was deliberate. Trustees have a legally enforceable fiduciary duty to their beneficiaries. In this System, the beneficiaries are students. Each act of the Board should be designed to enhance the student experience.
2. Number. The Board shall consist of seven (7) voting members, plus one non-voting teacher member, for a total of eight (8) Trustees.
3. Qualifications. The Trustees should have the credibility and respect of the community and reflect the community's diversity. The Board is designed to bring expertise to the governance of the System. Specifically, at least one of the board members shall have education, training and experience in the field of finance, one board member in the field of law, one board member in the field of business, and the non-voting trustee shall be an active school teacher employed in the System with expertise in education. At least three trustees shall have earned degrees at the bachelor's level or higher. This composition enables the trustees to have a balance

with positions available for members coming from vocations and skilled trades in the community. All voting trustees must reside within the attendance zones for Lake Wales area schools. Voting Trustees may not hold a salaried position within the System.

4. Terms of Office. All terms of office shall begin on July 1 of each school year. The teacher member shall serve a term of one year. The other members shall serve terms of three years. The three-year terms shall be staggered so that at least two terms will expire each year.
5. Succession. A new teacher member will be selected each year and is the only Trustee position which can be a System salaried employee. The other members may serve two successive three-year terms. At the end of a second successive three-year term, the member must leave the Board for at least one year.
6. Staggered Terms. The selection process for the first year was altered in order to properly initiate the requirement for staggered terms of the Board. Initially, Seats 2 and 3 expired on May 31, 2005; Seats 4 and 5 expired on May 31, 2006; and Seats 6 and 7 expired on May 31, 2007. Because the creation of Seat 8 began with the 2008-2009 school year, this seat falls within the expiration guidelines of Seats 2 and 3. Seat 1 is the teacher's seat and will expire at the end of each year.
7. Selection. The method for selecting Trustees is designed to promote checks and balances by having four seats emanate from the member schools through a nominating process, one seat selected by the City of Lake Wales because of its support and involvement in the school system, and three seats selected by the existing Board for the purpose of continuity and stability.
8. Nominating Committee. On or before March 15 of each year, the Board shall name a five-person Nominating Committee to perform the duties set forth below. At that time the Board Chair will designate the Chair for the Nominating Committee.
9. Nominations from Schools. Each year, the School Advisory Committees (SAC) and the Parent Teacher Organizations (PTA/PTOs) from each member school, pursuant to the requirements for the qualifications of Trustees as set forth above, may, on or before April 15, nominate one or more individuals to become a Trustee for Seats 4, 6, and 8 in the years that the terms for those seats expire. The nominations shall be forwarded to the Nominating Committee on or before May 1.
10. Teacher Nominations. Each year, one of the Lake Wales Charter Schools, through an established rotation process, will forward the name of their selected teacher Trustee to the nominating committee on or before May 1. A vote of all staff members must be held at the designated school for selection of the teacher Trustee. Beginning with the 2008-2009 school year the Charter school rotation will be as follows: Hillcrest Elementary (2008-09), Janie Howard Wilson Elementary (2009-10), Edward Bok Academy (2010-11), Lake Wales High School (2011-12), Polk Avenue Elementary

(2012-13) and Dale R. Fair Babson Park Elementary (2013-14). Rotation will continue in this sequence until circumstances require a change.

11. Selection of Seat 2 by City of Lake Wales. The City of Lake Wales, through their City Commissioners will select the member of the Board of Trustees for Seat 2 and forward the name of the person selected to the Board of Trustees on or before May 1. This selection may be either a City Commissioner or a person from the Lake Wales Community who the Commissioners feel will serve the best interest of the System.
12. Nominating Committee Advances Names. In the years that the terms for Seats 4, 6, and 8 expire, the Nominating Committee shall select one individual from those nominated by the SACs and PTOs and advance the name to the Board of Trustees for selection. If the Nominating Committee deems it helpful, the Committee may conduct personal interviews of some or all of the nominees. The names of the nominee selected by the Committee shall be advanced to the Board of Trustees on or before May 15.
13. Final Selection. Trustees have the final vote as to membership. Each year, for the purpose of continuity, the Board of Trustees will select a member for either Seats 3, 5, or 7. The Board of Trustees may, but is not required to; select from those that were previously nominated by the SACs and PTOs but not selected through the nominating process. The vote as to membership shall take place at the Board's regularly scheduled meeting in May. This will enable new Board members to take office and participate in the annual meeting of the System which takes place each year in June.
14. Compensation and Expenses. Trustees shall receive no payment for their services. Trustees may be reimbursed for out-of-pocket expenses incurred on Board-approved business. Expenses shall be itemized, documented and approved by the Board at the next regularly scheduled meeting.
15. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the Chairman of the Board of Trustees. A Trustee may be removed for cause at a meeting of Trustees by an affirmative vote of two-thirds of the remaining Board of Trustees. Trustees being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.
16. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Trustees at a regular or special meeting of the Board. In order to preserve the present sequence for staggered terms, a Trustee selected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office.

Section B. Powers and Duties

1. The business, affairs, and property of the System shall be the ultimate responsibility of the Board of Trustees. Without limiting the general powers conferred by state and

federal law and these Bylaws, the Board shall have the following powers:

- (a) To perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not consistent with law, or with these Bylaws, for the management and control of the System and its affairs, and of its employees and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the System, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the System's purpose and mission;
- (c) To develop an annual System schedule of events and activities;
- (d) To establish and approve all major educational and operational policies;
- (e) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (f) To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the System;
- (g) To annually adopt and maintain an operating budget and thereafter exercise continuing oversight over System operations;
- (h) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- (i) To cause an annual inspection or audit of the accounts of the System, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the System and its financial condition;
- (j) To ensure ongoing evaluation of the System and provide public accountability;
- (k) To uphold and enforce all laws related to charter school operations;
- (l) To improve and further develop the System;
- (m) To strive for a diverse student population, reflective of the community;
- (n) To ensure adequate funding for the operation of the System;
- (o) To solicit and receive grants and other funding consistent with the mission of the System with the objective of raising operating and capital funds;
- (p) To carry out such other duties as required or described in the System's Charter.

Section C. Attendance

Attendance at meetings of the Board of Trustees is extremely important for the success of the System. While understanding that emergencies and career responsibilities may interfere with attendance, each Trustee should evaluate his or her commitment to the responsibilities as a member of the Board. With this in mind, the Board may vote to replace a Board member who misses three consecutive meetings or is absent for more than 30% of the scheduled meetings during a calendar year. The procedure for replacing a Board member under this provision will follow the vacancy provision in these Bylaws.

ARTICLE V OFFICERS

Section A. Designations

The officers of the System shall include a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section B. Election and Term of Office

The Board shall elect and appoint all officers of the System at the annual meeting of the Board. The officers shall be installed at the annual meeting and serve for terms of one year and until their successors have been duly elected and qualified.

Section C. Chair

The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the System which are approved by the Board. The Chair of the Board shall exercise and perform such others powers and duties as may be prescribed by the Board from time to time.

Section D. Vice-Chair

In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

Section E. Secretary

The Secretary shall keep or cause to be kept a book of minutes at the principal office of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of the Trustees present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws and by the Florida Sunshine Law, and shall also perform such other duties as may be prescribed by the Board from time to time.

Section F. Treasurer

The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the System, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Trustee. The Treasurer shall be charged with safeguarding the assets of the System and shall sign financial documents on behalf of the System in accordance with the established policies of the System. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section G. Removal of Officers

Any officer of the System may be removed, either with or without cause, by a two-thirds (2/3) majority of the Trustees then in office at any regular or special meeting of the Board.

Section H. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by a majority vote for the unexpired portion of the term.

Section I. Committees

The Chair may appoint ad hoc committees or standing committees as necessary for the effective governing of the System. Committees appointed by the Chair shall expire at the end of the term of the Chair making the appointment, but the committees may be renewed by the succeeding Chair.

Section J. Election of Officers

The Board shall elect a Chair, Vice-Chair, Secretary, and Treasurer during or before its annual meeting which shall be held in conjunction with the regularly scheduled June meeting of the Board. Each officer shall hold office until the election of a successor unless earlier removed by death, resignation, or for cause. The Chair and Vice-Chair must be members of the Board.

ARTICLE VI BOARD MEETINGS

Section A. Regular Meetings

The Board shall meet at least quarterly, and at such times and places as the Board may determine.

Section B. Annual Meeting and Retreat

An annual meeting of the Board for the election of officers and such other business as may come before the meeting shall be held each year in conjunction with the regularly scheduled June meeting. Board members initiating their terms of office shall be sworn in at the annual meeting. The meeting shall be held on the same date in June in which the System conducts its annual strategic planning retreat. At the retreat, the newly elected Board, together with the senior management of the System will conduct the strategic thinking and planning for the future of the System. The strategy will include consideration of the System's mission (purpose), vision (ideal future state), goals (qualitative result in three to five years), strategies (broad plan of action), and objectives (quantifiable and specific steps that are annual in scope).

Section C. Special Meetings

A special meeting of the Board of Trustees may be held whenever called by the Chair or by a majority of the Trustees, and any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing or by actual notice, with certification of the notice to be entered by the corporate secretary into the minutes of the special meeting.

Section D. Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, and the Superintendent. The Executive Committee shall be empowered to act for the System within the interval between meetings of the Board, but only upon those issues that are necessary for action between such meetings and with regard to those issues where a special meeting of the Board would be impractical. The Secretary or the Secretary's designee shall take minutes of such meeting copies of which shall be provided to the full Board. Any action by the Executive Committee must come before the next regularly scheduled or special meeting of the Board for review and ratification by the Board.

Section E. Compliance with Sunshine Law

Notice of all meetings specified above shall occur in compliance with Florida's Sunshine Law:

1. The Notice should contain the time and place of the meeting and, if available, an agenda (or if no agenda is available, subject matter summations might be used);
2. The Notice should be prominently displayed in the main lobby of the Lake Wales Charter Schools' offices and readily available for public viewing;
3. Emergency sessions and Executive Committee meetings should afford the most

appropriate and effective notice under the circumstances, and special meetings should have at least 24 hours reasonable notice to the public;

4. The use of press releases and/or phone calls to other media is recommended; and
5. Compliance with the Sunshine Law also requires that the meetings be open to the public and that minutes of the proceedings be taken and preserved.

Section F. Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum at any meeting of the Board.

ARTICLE VII MANAGEMENT

Section A. Management

The Board shall be ultimately responsible for the operation, regulation, control, and management of the System and shall have the power and authority to perform all acts and functions not inconsistent with state and federal law, the Corporation's Articles of Incorporation, the Charters from the Polk County School District, and these Bylaws. The management philosophy of the System is set forth in a Policy Statement adopted by the Board and may be used as a reference for the consistent interpretation of these Bylaws. The Policy envisions a small and efficient central staff with an effort to place as much responsibility and decision making as possible with the principals and teachers at the school level. The effort at decentralization does not diminish the fact that ultimately the Board is responsible for the conduct of the System.

Section B. Rule of Good Judgment

In compliance with the intent of the Florida Charter School Law to give charter schools “greater flexibility to meet educational goals,”¹ the System will operate based on one overriding rule: The Rule of Good Judgment. The System will avoid the pitfalls of rigid and complex rules which, try as they might, do not cover every circumstance that can arise. Instead, the System will treat standard rules as Guidelines designed to help define and carry out the Rule of Good Judgment. Examples of such Guidelines include, but are not limited to: Employee Handbook & Benefit Information, Code of Student Conduct, the System’s Policy Statement, and other rules, regulations and policies adopted by the Polk County School Board for use in the District.

Section C. Superintendent

The Board shall have the power to employ and compensate a Superintendent who shall serve at the pleasure of the Board. The Superintendent shall be the Chief Executive Officer for the System responsible for the day-to-day operation of the System in accord with policies and practices established by the Board. The Superintendent has the power to appoint exceptional school leaders as principals for each of the charter schools with the approval of the Board.

Section D. Principals

The principals are the Chief Executive Officers for the schools. Principals are ultimately responsible for operating the schools on balanced budgets. Their primary responsibility is to attract and retain outstanding teachers, and to inspire and motivate those teachers to be the best they can be for the benefit of students.

Section E. Teachers

The whole purpose of the System is to put the most inspirational, motivational, and effective teacher in the classroom. The System will expend every effort to support the principals in attracting and retaining teachers who will thrive and enjoy the learning environment created by the System’s innovative approach to education.

Section F. Bonds and Insurance

The Board shall require the Superintendent and the Chief Financial Officer as well as all other officers, agents and employees responsible for the custody of any funds or property to give adequate bonds. Such bonds shall be furnished by a responsible bonding company and approved by the Board, and the cost thereof shall be paid by the System. The Board shall provide liability insurance for the System and its employees in at least the types and amounts as required by the Charters.

Section G. Indemnification

¹ Fla. Stat. 1002.33(6)(h) (2012).

The Trustees may authorize the System to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Trustee, officer, employee, or agent of the System in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Trustee, officer, employee, or agent of the System, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the System. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any potential or threatened action.

Section H. 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 System, and such authority may be general or confined to specific instances.

Section I. Loans

No loans shall be contracted for or on behalf of the System and no evidence of indebtedness shall be issued in the name of the System unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the System.

Section J. Checks, Drafts, and Notes

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the System shall be signed by the Chief Financial Officer/Treasurer and the Superintendent or by agents of the System as determined by the Board. In the absence of either the Chief Financial Officer/Treasurer or the Superintendent (but not both) the designee of the absent officer may sign as the second signature.

Section K. Depositories

All funds of the System not otherwise employed shall be deposited to the credit of the System in such banks, trust companies, or other custodians located in the greater Lake Wales area as the Board may select.

Section L. Fiscal Year

The fiscal year of the System shall begin on July 1 and end on June 30.

Section M. Annual Reports.

The System shall provide an annual financial report and program cost report information in the state-required formats for inclusion in District reporting in compliance with Florida Charter School Law.

Section N. Audits

The accounts of the Corporation shall be audited at the close of each fiscal year by an independent auditor, who is a Certified Public Accountant and who has expertise in accounting of tax-exempt organizations. Audits shall be done in compliance with Florida Charter School Law and all applicable state and federal laws controlling non-profit tax-exempt corporations and thereafter submitted to the Board for its review and approval.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered or amended upon reasonable prior notice at any regular or special meeting of the Board by affirmative vote of five (5) members present.

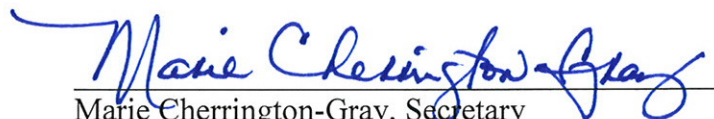
ARTICLE IX PURPOSE OF BYLAWS

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the mission and purposes of the System. These Bylaws shall never be construed in any way to impair the efficient operation of the System.

CERTIFICATION

I HEREBY CERTIFY that these Bylaws constitute the amended and restated Bylaws for the System, which were duly adopted by the unanimous vote of the Board of Trustees of Lake Wales Charter Schools, Inc.

DATED this 16 day of September, 2013.


Marie Cherrington-Gray, Secretary
Lake Wales Charter Schools, Inc.