

**BYLAWS
OF
CORNERSTONE CLASSICAL ACADEMY, INC.**

**ARTICLE I
General**

1.1. Name, Location and Address. The name of the Corporation is CORNERSTONE CLASSICAL ACADEMY, INC. (hereafter referred to as “Corporation”), and the name of the charter school governed by the Corporation is CORNERSTONE CLASSICAL ACADEMY (hereafter referred to as the “School”). The initial principal office of the Corporation shall be as stated in the Articles of Incorporation. The Corporation may at any time change the location of its principal office, though the Corporation expects to maintain its principal address at the School. The School will be located in Duval County, Florida.

1.2. Legal Status. The Corporation is a nonprofit entity under Florida law. It exists in order to create, promote, and govern the operations of the School. The School is a charter school pursuant to state and local statutes and regulations.

1.3. Non-Discrimination. The School does not discriminate on the basis of race, color, national origin, ethnic origin, religion, gender, sexual orientation or age in the administration of its educational policies, admissions policies, athletics and other school-administered programs or in either the hiring or other employment practices of the Corporation. 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 while the Corporation is in a charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

**ARTICLE II
Purpose**

2.1. Purpose. The purpose of the Corporation is to provide the benefits of a classical education to students in Kindergarten through Twelfth grade through the operation of one or more public charter schools.

2.2. Nonprofit Status. The Corporation is organized as a Florida nonprofit public benefit Corporation exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
Members**

3.1. No Members. The Corporation shall have no members or shareholders. Any action which would otherwise by law require approval by members shall require only approval of the Board of

Directors. The rights which would otherwise vest in the members vest in the Directors of the Corporation of the School.

ARTICLE IV
Directors and Officers

4.1. Definition. The Corporation shall be governed by its Directors; as a body the Directors constitute the Board of Directors (hereafter referred to as “Board”); Officers shall be elected from among the Directors.

4.2. Powers and Duties. The business, affairs, and property of the Corporation shall be managed by a chief executive officer who shall be employed by the Board at its pleasure and accountable to it as a collective. The Board shall provide oversight of the chief executive officer and may reserve to itself final authority for decisions concerning any of the following (4.2.a-4.2.p):

- a. 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 inconsistent with law, or with these Bylaws, for the management and control of the School 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 School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School’s purpose or mission;
- c. To enter into agreements and contracts with individuals, groups of individuals, corporations or governments for any lawful purpose;
- d. To hire, oversee and direct, as a collective, an individual who will be responsible for the day-to-day operations of the School;
- e. To approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- f. To submit a final budget to the state pursuant to statute and regulation;
- g. To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- h. To cause an annual inspection or audit of the accounts of the School, 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 School and its financial condition;
- i. To ensure that the School’s money and assets are reasonably safeguarded against fraud, waste, and abuse and that the School’s financial transactions are managed according to Generally Accepted Accounting Principles and any other applicable standards;

- j. To ensure that the School's financial position and performance meet all required performance framework metrics;
- k. To set a proper tone regarding ethical conduct in all matters concerning the Corporation;
- l. To ensure ongoing evaluation of the School and provide public accountability;
- m. To uphold and enforce all laws related to charter school operations;
- n. To ensure adequate funding for operation;
- o. To provide appropriate assistance as to the solicitation of funds, receiving of grants, and overall fundraising needs of the School; and
- p. To delegate the management of the activities of the School to others, so long as the affairs of the School are managed, and its powers are exercised, under the Board's ultimate oversight and jurisdiction.

4.3. Number, Election, Tenure, Qualifications, and Requirements of Directors. The number of Directors shall be a range consisting of no fewer than three (3) but not more than nine (9) persons.

- a. The Directors of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, except in cases of resignation or removal.
- b. Terms shall be staggered so that no more than half of the Board shall be up for election in any one year unless a vacancy needs to be filled. At the end of the second year of operation, the Board shall provide for staggered terms of its Directors, by designating approximately one-third of the Directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Director shall continue for three years. When the term of a Director has expired or when a Director resigns, the remaining Directors may elect a new Director to fill the vacancy. Normal terms are for three (3) years; when a Director fills a vacancy, he is elected to serve the remainder of the original term length.
- c. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, except the removal of Directors with cause, may be filled by a vote of the majority of the Directors then in office, although less than a quorum may exist, unless otherwise provided.
- d. Each Director must be an individual person who is twenty-five years of age or older. Qualifications for Board Directorship shall include but not be limited to: (a) enthusiasm for the School and conviction in its mission, vision, and motto; (b) agreement to abide by the Board's code of conduct; (c) commitment to professional development and the

completion of any state requirements for training or development; (d) special skills to address specific management and needs of the School; (e) willingness to accept and support decisions democratically made; and (f) ability to represent the School to the community.

e. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in continuing Board membership. Failure to provide an adequate or timely response may qualify as sufficient cause for removal from the Board of Directors.

f. Whenever any vacancy occurs in the Board, it shall be filled without undue delay by an affirmative vote of a majority of the current Directors at a regular or special meeting of the Board. Vacancies may be created and filled according to specific methods approved by the Board.

g. Directors are limited to two (2) consecutive normal terms of office, though a director may serve two normal terms after being elected to fulfill the remainder of a term vacated by another director. The two consecutive term limits may be extended by one three-year term by a vote of the Board. After two consecutive normal terms, or a third extended term, a director must remain off the board for a full calendar year before he is eligible for re-election.

4.4. Compensation. Directors of the Board shall not receive any compensation for their services as Directors or Officers. All Directors are required to obtain the approval of the board in advance of engaging in travel or encumbering other expenses on behalf of the School. Any such reasonable and approved expenses that are not reimbursed by the School shall be construed as a gift to the School.

4.5. Removal or Resignation. Any Director may be removed with or without cause by the affirmative vote of a two-thirds (2/3) majority vote of the Directors then in office, excluding the Director at issue whenever in their judgment such removal would serve the best interests of the School. A Director may resign at any time by giving written notice to the Board, the Chair or the Secretary. Unless otherwise specified in the notice of resignation, the resignation shall take effect upon the receipt thereof by the Board or Officer, and the acceptance of the resignation shall not be necessary to make it effective.

4.6. Confidentiality. As a public entity, most School and Board records are subject to public inspection or request. Directors are prohibited, however, from publicly discussing matters covered in a properly noticed and duly convened closed meeting of the Board.

4.7. Orientation/Training. As a condition of serving, all new Directors will be required to participate in an orientation or training session approved by the board, preferably prior to appointment or election, but no later than 90 days after appointment or election. Directors that fail to complete the orientation during the 90-day window shall be deemed to have resigned.

4.8. Number, Election, Tenure, and Description of Officers. The officers of the Board shall include a Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

a. The Officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board held in each fiscal year. If the election of Officers shall not be held at such meeting, such election shall be the first order of business at the next regular meeting of the Board. Any two or more offices may be held by the same person, except that the Secretary may not hold any other office.

b. Any officer of the Corporation may resign from his respective office or position by delivering notice to the Corporation. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. When a vacancy occurs in one of the offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is duly elected and qualified, or until an earlier resignation, death or removal in the manner herein provided.

c. Chair: The Chair, subject to Board control, has general supervision, direction and control of the affairs of the Corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.

d. Secretary: The Secretary shall keep, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees with the time and place of holding, whether regular or special, the notice given thereof, the name or names of those present at the Board meetings and the proceedings thereof, keep a copy of the Corporation's Articles of Incorporation and Bylaws, with amendments, and give notice of the Board and Committee meetings as required by the Bylaws. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board.

e. Treasurer: The Treasurer shall assist the Board in the oversight of the School's financial performance, reporting, and safeguarding. The Treasurer is responsible for adequate and correct accounts of the Corporation's properties, receipts and disbursements; ensure books of account to be available at all times for inspection by any Director; ensure that the School's money and assets are safeguarded from fraud, waste, and abuse, as well as spent in conformity with Board policy and properly accounted for on a continuous basis. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

f. Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable and as permitted by Florida law, the Board may temporarily delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors or agent.

ARTICLE V
Meetings

5.1. Regular Meetings. The Board shall establish a regular schedule of meetings that shall occur quarterly, no fewer than four (4) times per year. Minutes of each Board meeting shall be taken and approved by the Board. At least two meetings shall be held in the County where a school run by the Board is located. So long as the Corporation has a charter contract for the operation of the School, the Board shall comply with Florida's Sunshine Act when noticing and conducting all meetings.

5.2. Special Meetings. Special meetings may be called by or at the request of the Chair or any two Directors of the Board. Special meetings should only be called when circumstances require immediate action or in order to resolve specific items of business that could not be treated in a regular meeting. The Chair or the Directors responsible for calling the meeting shall make every reasonable effort to ensure that all Directors are able to attend. Minutes of each special meeting shall be taken and approved by the Board. Meetings will be noticed as Special Meetings if notice is given between two and seven days before the meeting is held.

5.3. Emergency Meetings. On very rare occasions, emergency meetings may be called by or at the request of the Chair or any two Directors of the Board. Emergency meetings should only be called when circumstances require immediate action or in order to resolve specific items of business that could not be treated in a regular or special meeting. The Chair or the Directors responsible for calling the meeting shall make every reasonable effort to ensure that all Directors are able to attend. Minutes of each emergency meeting shall be taken and approved by the Board.

5.4. Notice. Absent controlling state statute, notice of all regular meetings or changes to the calendar of regular meetings should occur at least seven (7) days in advance of an affected meeting. Directors should receive notice by telephone, electronic methods, or by written notice; the public should receive notification via reasonable methods that may include, but are not limited to, print and electronic media. The Board will provide reasonable public notice of the date, time, and location of its regular meetings. Absent controlling state statute, notice of any special meeting of the Board shall be given at least three (3) days in advance of the meeting via Communication Media Technology as set forth by Florida Statutes Section 120.54. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.5. Quorum and Voting. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. The act of a majority of the Directors of the Board present at any meeting at which a lawful quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws. Proxy voting is not permitted.

5.6. Participation by Telephone. To the extent permitted by law, any Director of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network, videoconference technology, or similar communications method

which qualifies as Communications Media Technology as set forth in Florida Statutes Section 120.54. Proper notice of meetings where Directors will use communication media technology shall be given, and the public will be given the opportunity to attend via communications media technology if any Director chooses to so attend a Board meeting.

5.7. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

5.8. Cancellation. If an emergency arises which necessitates a cancellation of a scheduled Board Meeting, a Public Notice of Cancellation will be provided on the School’s website.

ARTICLE VI

Conflicts of Interest

6.1. Annual Disclosure. All Directors will annually disclose in writing to the Board the existence of any relationship or interest which could give rise to a conflict.

6.2. Conflict of Interest. Any Director or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be a private interest of the Director. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict is deemed to exist. If a conflict is determined, such person shall not vote on, nor use his or her personal influence on, nor be present during, in the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the recusal from voting and participation. In cases where the interest in question will require frequent or on-going disclosures and/or the recusal of a Director from voting—such as, but not limited to lease agreements or on-going management services—the Director in question must resign within 60 days of an executed contract. The Board shall adopt a conflicts of interest policy that each of the Directors must abide by.

6.3. Nepotism. The prohibitions against conflicts of interest in these bylaws have the following consequences for immediate relatives of Board Directors:

a. The conflict of interest policy shall apply in cases where the child, parent, spouse, or other “relative” of a Director, as defined under applicable law, has an interest in a contract, other transaction, or program presented to or discussed by the Board or Board Committee, excepting cases wherein the interest in question applies to a general School program that stands to benefit a student of immediate relation to a Director.

b. In cases where the School or Corporation directly employs the child, parent, or spouse of a Director as a full-time, paid employee, the Director in question must resign

within 60 days of an accepted offer of employment or within 45 days of the employee's first day of full-time employment, whichever comes sooner.

c. So long as the Corporation holds a charter contract for the operation of the School, the Corporation shall comply with the requirements of section 1002.33, Florida Statutes, and any other laws governing the employment of relatives.

ARTICLE VII **Committees**

7.1. Committees. The Board may appoint one or more Board Committees by vote of the majority of Directors. Members of such committees shall be appointed by a majority vote of the Board. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any Director from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws unless the Board itself determines otherwise. Any member of such committee may be removed by the majority of the Board when, in the judgment of the Board, the interests of the Corporation would be served best by such removal. All committees will comply with the requirements of Florida's Sunshine Act.

7.2. The Audit and Financial Oversight Committee. The committee exists to assist the Board in ensuring that the School's money and assets are being properly managed and accounted for, as well as being safeguarded against fraud, waste, and abuse. The committee's duties include soliciting proposals from independent auditors as needed, regularly reviewing financial reports and source documents for irregularities, and confirming the timely and accurate submission of various compliance reports such as corporate tax documents and authorizer mandated financial reports. With the guidance of the Board's attorney, the committee shall also investigate allegations of financial wrong-doing by senior management and shall receive reports from senior management regarding any investigations of financial wrong-doing it is conducting of subordinate personnel.

ARTICLE VIII **Parliamentary Authority**

8.1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board's meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE IX **Amendments**

9.1. Bylaws. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of a majority of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal has been submitted in writing at the previous regular meeting.

9.2. Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended in any manner at any regular or special meeting of the Board by an affirmative vote of the majority of all the Directors then in office, provided that specific written notice of the proposed amendments of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby has been submitted in writing at the previous regular meeting

ARTICLE X
Books and Records

10.1. Books and Records. The Board shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors. All books and records shall be kept in written form or in another form capable of conversion into written form within a reasonable period of time.

10.2. Annual Reports. The Board shall file with the Florida Department of State an annual report on such forms and containing such information as the Department of State may require.

10.3. Inspection Rights. Every Director shall have the right at any reasonable time to inspect the books, records, documents of every kind, and physical properties, as permitted by state law. These inspection rights do not extend to records that are confidential under law including, but not limited to, private student records. So long as the Corporation has a charter contract for operation of the School, the Corporation will comply with the requirements of Florida's Public Records Act.

ARTICLE XI
Contracts, Loans and Deposits

11.1. 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 School, and such authority may be general or confined to specific purposes.

11.2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School 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 Director of the School.

11.3. Checks, Drafts and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness or encumbrances of school funds issued in the name of the School shall only occur within the confines of explicit board policy.

11.4. Deposits. All funds of the School not otherwise employed shall only be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Florida as the Board may select. The Board must verify the existence of such accounts on an annual basis.

ARTICLE XII
Construction

12.1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Chapter 1002, Fla. Stat. shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word “person” includes both a Corporation and an individual person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

ARTICLE XIII
Indemnification

13.1. General. To the full extent authorized by law, the Board shall authorize the School to pay or cause to be paid by insurance or otherwise, indemnification of any Director, officer, employee, or agent, or former Director, officer, employee, or agent of the School, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which that person is made a party by reason of being or having been such Director, officer, employee or agent, except in relation to matters as to which that person shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors or otherwise.

13.2. Expenses. Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Board in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

13.3. Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the School would have the power or obligation to indemnify such person against such liability under this Article.

We, the undersigned, are all of the Directors or incorporators of CORNERSTONE CLASSICAL ACADEMY, INC., and we consent to, and hereby do, adopt the foregoing Amended Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of July, 2021.



David Wood, Board Secretary