

**Bylaws
of
Sarasota School of Arts & Sciences, Inc.**

Article I Name & Location

Section 1.

The name of the corporation is the Sarasota School of Arts & Sciences, Inc. (“SSAS”), a not-for-profit corporation under section 501(c)(3) of the Internal Revenue Code.

Section 2.

The school shall be located within the city limits of Sarasota, FL, with a preference to the downtown area.

Article II Board of Directors

Section 1. Authority

All corporate powers of SSAS shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall determine the policies and fiscal matters and, in general, assume responsibility for the direction of the affairs of the school.

Section 2. Size and Composition

The number of directors shall be no less than seven (7) voting members and no more than thirteen (13). The exact number of directors shall be determined by the entire Board from time to time but shall always consist of one parent representative elected by the Parent Teacher Student Society (“PTSS”) and one faculty representative elected by the faculty. The balance of the directors shall consist of members of the community at large, with parents of current students making up no more than forty-nine percent (49%) of the Board (inclusive of the PTSS representative).

Section 3. Manner and Selection of Term

- A. All directors, with the exception of the parent and teacher representatives, shall serve for a term of two (2) years or until a successor is elected.
- B. The faculty representative shall consist of a current faculty member elected in the manner described below and shall serve a one-year term:
 - i. The Faculty shall select a Secretary, who’s sole job will be orchestrate the selection of a Board member from the ranks of the teachers;

- ii. Faculty members desiring to represent their peers on the Board shall put their name forward by notifying the Secretary of the Teachers, in writing, of their desire;
 - iii. Thirty days prior to the end of the fiscal year or the end of term for the Teacher Representative on the Board of Directors, the faculty shall select a representative by secret ballot;
 - iv. The Faculty Representative shall be bound by all terms and conditions of other Board members, described in the Bylaws of Sarasota School of Arts & Sciences.
- C. The parent representative shall consist of the current elected PTSS president and shall serve a one-year term.
- D. Nominations for the remainder of the Board of Directors shall be submitted to the Nominating Committee by any interested party. The Nominating Committee shall first review all the applicants and then refer any approved applicant with the committee's recommendations to the full Board for approval or denial.

If the Board has less than seven (7) voting members, the Board will review all applicants and select by consensus only the number of applicants as Board members needed to reach the minimum number for a quorum (i.e. seven).

- E. New Directors added to the number of then serving directors may be elected by majority vote of the serving directors, except as described in Section "D".
- F. When electing directors, every reasonable effort shall be made to elect directors who will represent stakeholders of the school and the community.

Section 4 Vacancies

Any vacancies occurring on the Board of Directors shall be filled by a majority vote of the directors in office. A Director is elected to fill the unexpired term of the predecessor.

Section 5 Quorum

A simple majority of the elected directors shall constitute a quorum for the transaction of business at any meeting of the Board. The Board may not vote by proxy.

Section 6 Attendance

Any Board members who shall miss three (3) consecutive meetings of the Board of Directors without an approved excuse from the President of the Board shall automatically cease to be a Director.

Section 7 Compensation

No Director shall receive, directly or indirectly, compensation for his or her service as Director. The Board may authorize reimbursement of the reasonable expenses incurred by board members in connection with attendance at board meetings.

Article IV Officers

Section 1 Numbers and Qualifications

The Officers of the SSAS Board shall consists of a President, Vice President, a Secretary, a Treasurer and such other officers as the Board may, from time to time, elect.

Section 2 Election and Term of Office

The Officers of the Board shall be elected annually by the Board, immediately following the election of Directors at the regular annual meeting in September. Officers shall serve one-year terms and may be re-elected to serve for a total of three consecutive years in one position. This term limit does not preclude an Officer from serving in another position or from returning to a position after leaving it for one year. Vacancies may be filled at any meeting of the Board of Directors.

Section 3 President

The President shall have general supervision of the affairs of the school. The President shall preside at all meetings of the Board and shall have such other duties as prescribed by the Board.

Section 4 Vice President

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other duties and powers as assigned by the Board.

Section 5 Secretary

The Secretary shall act as secretary of all the meetings of the Board and shall be responsible for the minutes of all such meetings. The Secretary shall perform additional duties as shall be assigned by the Board.

Section 6 Treasurer

The Treasurer shall be chairman of the Finance Committee, responsible for the accounting for all monies of the school, including depositing and investing the monies in accordance with the policy adopted by the Board. The Treasurer shall perform additional duties as shall be assigned by the Board.

Article V Committees

Section 1 Nominating Committee

The Nominating Committee shall consist of three (3) members: one (1) member of the Board; one (1) parent selected by the PTSS leadership team (other than the PTSS Board representative); and one (1) faculty member selected by the faculty (other than the faculty Board representative).

The Nominating Committee shall accept and review all applications for the Board positions. The committee will then forward those approved applications with recommendations and comments for a final vote before the full Board.

Section 2 Additional Committees

The Board shall establish committees, as it deems necessary.

Article VI Meetings

Section 1 Annual Meetings

There shall be an annual meeting of the Board in September, at such time; the Board shall determine date and place.

The purpose of the annual meeting shall be the election to the Board and the election of officers, who shall take office immediately following their election, and the presentation of the annual report.

Section 2 Regular Meetings

In addition to the annual meeting, there shall be a minimum of eight (8) regular meetings.

Section 3 Notice of Meetings

A. Notice of the annual meeting shall be given to the Directors not more than 45 days and not less than 14 days before the meeting.

B. Notice of regular meetings shall be given to all Directors a minimum of four (4) days prior to the meeting.

Section 4 Special Meetings

Special meetings of the Board may be called by the President of the Board, with a minimum two (2) day notice prior to the meetings.

Article VII Finance

Section 1 Budget

An annual budget adequate to sustain SSAS's efforts for the year shall be prepared and approved by the Board.

Section 2 Fiscal Year

The fiscal year of SSAS shall begin on July 1st and end on June 30th.

Section 3

The financial records of SSAS shall be audited annually by a CPA firm selected by the Board.

Article VIII Contracts, Checks, and Funds

Section 1 Contracts

The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these Bylaws 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 2 Checks, Drafts, Etc.

All checks, drafts, or order 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 in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 Gifts

The Board shall have the power to receive, or in its discretion reject, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article IX Bylaw Amendments and Duration

Section 1 Amendment Procedures

These bylaws may be amended at any regular meeting of the Board at which a quorum is present, by an affirmative vote of two-thirds (2/3) of those present. Notice of the proposed change shall be provided to each Director no fewer than ten (10) days prior to the meeting at which such amendment is to be voted upon.

Section 2 Duration

These bylaws will expire and be of no further force or effect on a date coincident with the expiration of the SSAS contract with the Sarasota County School Board unless, prior to such date, they have been readopted and /or amended in the manner set forth above.

Article X Parliamentary Rules

The proceedings of all meetings of the Board and of all other committees shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

Article XI Indemnification

Section 1 Conditions

SSAS shall indemnify any past or present director, officer, employee, or agent of SSAS, and any person who may have served or who serves at its request as a fiduciary, against (a) any expenses and costs, including but not limited to legal and accounting fees, including costs of appeal incurred in connection with any claim asserted against him or her by reason of being or having been such director, officer, employee, agent, or fiduciary or in connection with any civil or criminal actions, suit or proceeding which is instituted before any court or administrative body and to which he or she is made a party of by reason of being or having been such director, officer, employee, agent, or fiduciary, (b) any amounts paid in settlement of any such claim or any such action, suit or proceeding and (c) any amounts paid on any judgments rendered in any such actions, suit or proceedings; provided that he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of SSAS and, with reasonable cause to believe his conduct was unlawful; provided further that, if she or he is adjudged in any action or suit by or in the right of SSAS to be liable for negligence or misconduct in the performance of his or her duty to SSAS, indemnification shall be made only the extent that the court in which such action or suit was brought, determines he or she is fairly and reasonably entitled. In no event, however, shall indemnification be made for gross negligence or willful misconduct.

Section 2 Determination

Any determination under Section 1, unless pursuant to a determination by a court, shall be made by SSAS only upon determination that indemnification is proper in the specific circumstances because the applicable standard of conduct set forth in Section 2 has been met, made by (a) majority vote or quorum of directors who were not parties to the action, suit or proceedings; or (b) if such quorum is unattainable, or (even if attainable) if a quorum of disinterested directors, so directed by independent legal counsel in a written opinion.