

FIFTH AMENDED AND RESTATED BYLAWS
ACADEMY FOR POSITIVE LEARNING, INC.
A Florida Not-for-Profit Corporation

Effective the 26th day of November, 2019

ARTICLE I
NAME

Section 1.1 Name. The name of the Corporation shall be Academy for Positive Learning, Inc. (the "Corporation").

ARTICLE II
ORGANIZATION

Section 2.1 Statement of Purposes. The purpose of this Corporation, as expressed in its Articles of Incorporation, shall be to operate a Florida charter school which provides a holistic education and therapeutic environment focusing on the development of children. The Corporation exclusively for educational purposes and shall operate within the meaning of section 501(c)(3) of this Internal Revenue Code of 1986, or as otherwise amended.

Section 2.2 Dissolution. The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

ARTICLE III
MEMBERSHIP

Section 3.1 Members. The Corporation has no members.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 Management. All powers of the Corporation shall be exercised under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Boards direction. Except as specifically set forth herein, the Board

may not take any action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 4.2 Number and Class of Directors. The Board shall consist of no less than two (2) and no more than nine (9) members, and shall be considered of one class of membership. The Board shall consist of members from the community, business persons, professionals, and/or non-employee educators in as near equal proportions as possible. The Directors shall take office August 1 following the date of his or her election at the June Annual Meeting, to hold office for a term of one year, or until the election and qualification of their respective successors.

Section 4.3 Nomination of Directors. The Board may appoint a nomination committee to consist of no fewer than two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the directorship and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

Section 4.4 Election of Directors. Directors shall be elected by the Board by a majority vote of the Board at any annual, regular or special meeting where a quorum is present.

Section 4.5 Vacancies. Vacancies occurring during the term of an elected directorship, however caused, shall be filled as soon as practicable in accordance with Section 4.4 herein above. A director so elected to fill a vacancy shall hold office for the remainder of his predecessor's term, or until the election and qualification of his or her successor.

Section 4.6 Resignation or Removal of Directors. A director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. The Board, by majority vote, may remove a Board member, with or without cause, for failing to attend three (3) consecutive meetings of the Board or, for cause which includes actions that are in conflict with the best interests of the Corporation.

Section 4.7 Compensation of Directors. Directors will not receive compensation for services rendered in their capacity as Director. However, nothing herein contained shall be construed to preclude any Director from receiving reimbursement from the Corporation for reasonable expenses incurred in serving the Corporation as a Director or in any other capacity.

Section 4.8 Annual Meetings of the Board. The annual meeting of the Board shall be on held on or about the third Tuesday in the month of June of each year, unless the Board provides for a different time and place for the holding of such annual meeting.

Section 4.9 Special Meeting. Special Meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of the receipt of a written request of any two (2) or more Directors. The notice shall set forth the date, time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

Section 4.10 Regular Meetings. The Board shall meet at least four (4) times each year, including the annual meeting. So long as the Corporation's charter contract(s) remains in effect, at least two (2) meetings will occur within the county in which the charter school(s) operate.

Section 4.11 Quorum and Action of the Board. A majority, not less than two (2), constitutes a majority of Directors. Said majority may be present in person at a meeting, or by means of electronic communications media technology, to construct a quorum for the transaction of business at such meeting. The Board may not take action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum of no less than two (2) Directors are present.

Section 4.12 Compliance with Sunshine Act. So long as the Corporation's charter contract(s) remains in effect, to the extent required by such laws, rules and regulations as govern the operation of public charter schools, all meetings of the Board will be open and accessible to the public, noticed and conducted in accordance with the Florida Sunshine Act (§ 286.011, Fla. Stat.). The Corporation will allow members of the public the opportunity to comment at all such open meetings and will cause minutes to be taken. Meetings of the Board shall not be closed to the public except as specifically permitted by the Florida Sunshine Act and with prior consultation with legal counsel.

ARTICLE V **OFFICERS**

Section 5.1 Number. The Board may have a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No more than two (2) offices may be held, by the same person. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2 Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.4 herein above, at the annual meeting of the Board. A duly elected officer shall hold office for a term of one year, commencing August 1st, or until the earlier of the Director's death, disqualification, resignation, or removal.

Section 5.3 Vacancies. A vacancy in any officer position created because of death, resignation, removal, disqualification or otherwise (including removal in an event

of an officer is not reelected during his term in office) shall be filled for the remaining unexpired term of such office by an election by the Board as set forth in Section 4.4

Section 5.4 Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his/her resignation in writing to the President or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 4.4 herein above.

Section 5.5 President. The President shall be the principal officer of the Corporation and, subject to the control of the Board, shall in general supervise the business and affairs of the Corporation. The President shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President may sign, upon authorization by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

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

Section 5.7 Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of names and addresses of each Director. The secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8 Treasurer. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to the Board members at scheduled Board meetings. The Treasurer shall perform such other duties as may be presented by the Board.

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

Section 5.10 Salaries. Officers will not receive compensation for services rendered as officers of the Corporation. However, Board members are entitled to reimbursement for reasonable expenses incurred in serving the Corporation as an officer or in any other capacity.

ARTICLE VI
COMMITTEES OF THE BOARD

Section 6.1 Committees of the Board. The Board may, by resolution establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the President shall annually appoint the members and the chairman of the standing committees and shall fill vacancies on any standing committee. Appointments by the President shall be made at the annual meeting of the Board. In addition, the President may, if so authorized by the Board, appoint members and chairmen of such special committees as the Board may create throughout the year, which members and chairmen appointments must be approved by a vote of the Board.

Section 6.2 Standing Committees. Standing committees shall be created as required resolution of the Board. The purpose, duties, number of members, and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.3 Special Committee. Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members, and requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.4 Committee Members Terms of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until the earlier of: their death, resignation or removal as committee member.

Section 6.5 Committee Meetings. Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee member from the meeting so as to reduce the number of committee members in attendance, will not disrupt the action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with its' recommendations.

Section 6.6 Resignation or Removal of Committee Members. A member of any committee may resign at any time tendering his resignation in writing to the President of the Board. The Board by a majority vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.

Section 6.7 Compliance with the Sunshine Act. So long as the Corporation's charter contract(s) remains in effect, to the extent required by such laws, rules and regulations as govern the operation of public charter schools, the meetings of any

committees will be open and accessible to the public, noticed and conducted in accordance with the Florida Sunshine Act (§ 286.011, Fla. Stat.).

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1 Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, against all reasonable expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or she is threatened to be made a party because she or he is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

Section 7.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS BOOKS AND RECORDS

Section 8.1 Contracts. The Board may authorize any officer or officers, agents, to enter into contract or execute and deliver any instrument: in the name of and, on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board which authority may be generally or confined to specific instances.

Section 8.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payments of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by an officer of the Board or other agents of the Corporation as shall from time to time be determined by the Board.

Section 8.4 Deposits. All funds of the Corporation, not otherwise belonging to employees, shall be deposited from time to time to the credit of the Corporation in such

banks, trusts companies other depositories as the Board may select.

Section 8.5 Gifts. The Board may accept on behalf of the Corporation any contributions, gifts, requests or devise.

Section 8.6 Books & Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committee of the Board. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE IX **FISCAL YEAR**

Section 9.1 Fiscal Year. The Fiscal Year of the Corporation shall be July 1 through June 30 of the following year.

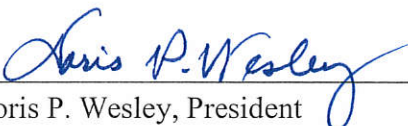
ARTICLE X **NOTICE**

Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to require personal notice; rather, such notice may be given either personally, by US Mail, or by electronic transmission, in any case addressed to such Director or officer at his or her address as the same appears in the records of the Corporation (hereinafter "service"). Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not properly called or convened.

ARTICLE XI **AMENDMENTS**

These Bylaws may be amended or repealed, wholly or in part, by a majority vote of the current membership of the Board.

These Bylaws were adopted by a majority of the Board of Directors at a properly noticed meeting held on November 26, 2019.



Doris P. Wesley, President
Academy for Positive Learning, Inc.



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