

**SECOND AMENDED AND RESTATED
BYLAWS OF
TEAM SUCCESS A SCHOOL OF EXCELLENCE, INC.
f/k/a THE PAL ACADEMY CHARTER SCHOOLS OF MANATEE COUNTY, INC.**

THESE SECOND AMENDED AND RESTATED BYLAWS of Team Success A School of Excellence, Inc., f/k/a The PAL Academy Charter Schools of Manatee County, Inc. ("Corporation"), are intended to amend, completely restate and supersede the Amended and Restated Bylaws of the Corporation, which were adopted and effective as of June 29, 2009.

**ARTICLE I
PRINCIPAL OFFICE**

The initial principal office of this Corporation shall be located at 202 13th Avenue East, Bradenton, Manatee County, Florida. The Corporation may relocate the principal office and have other offices as determined by the Board of Directors.

The Corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the Board of Directors may change the address of the registered office from time to time.

**ARTICLE III
PURPOSES OF THE CORPORATION**

Section 1. Purposes. The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The specific purpose for which the Corporation is formed is to establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

Section 2. Dedication of Assets and 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

The Corporation does not have any members.

ARTICLE IV ANNUAL ORGANIZATIONAL MEETING

The Corporation's annual organizational meeting shall be held during the month of May of each year or such other month in the year as designated by the Board of Directors. The annual meeting shall occur at such time and place as the Board of Directors shall determine. Notice of such a meeting shall be mailed to the last recorded address of each Officer and Director at least ten (10) days prior to the date of such meeting.

ARTICLE V BOARD OF DIRECTORS

Section 1. **Management.** The general management of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors may make appropriate delegations of authority to the officers of the Corporation and may authorize committees to act on its behalf under a specific written delegation of authority.

Section 2. **Number of Directors.** The total number of Directors of the Corporation who are to serve until the next following annual meeting of the Corporation shall be determined at the then current annual organization meeting by the Directors then in office. In no event shall there be less than five (5) or more than fifteen (15) Directors of the Corporation.

Section 3. **Selection, Appointment, or Election of Directors.** Directors shall be elected at the Corporation's annual organizational meeting, by a majority vote of the Directors then in office, and at such other time(s) as necessary under these Bylaws to fill vacancies in such position. Such terms of office shall run to coincide with the Corporation's fiscal year of July 1 to June 30. Vacancies shall be filled if so desired by the remaining Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. **Seating.** Board members will be elected for one (1) year terms and can be elected to serve multiple terms.

Section 5. **Resignation, Removal, Vacancies.** Any Director may resign at any time by giving written notice of such resignation to the President, Secretary, or the Board of Directors. Any Director may be removed with cause at any time by affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven (7) days' written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any Director who, without cause, misses more than three (3) consecutive regular meetings, or six (6) meetings in a fiscal year, may be deemed removed upon an affirmative vote of the Board of Directors.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least once a quarter. Regular meetings shall occur at such time and place as the Board of Directors shall from time to time determine. So long as the Corporation holds a charter contract for the operation of a charter school, at least two meetings of the Corporation shall be held each year in the county in which the charter school is located, and notices will be posted and provided as set forth in said charter contract and Florida law.

Section 2. **Special Meetings or Emergency Meetings.** Special or Emergency meetings of the Board of Directors may be called by request of the President, or by a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 3. **Quorum, Voting.** At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum. Unless otherwise stated herein, if a quorum shall exist, the vote of a majority of the Directors present shall constitute the vote of the entire Board of Directors.

Section 4. **Voting of Directors.** Each member of the Board of Directors shall be entitled to one (1) vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is present at such meeting, whether physically or through electronic means.

Section 5. **Compensation of Directors.** Directors shall receive no compensation for their services.

Section 6. **Open Meetings.** 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 such public charter school; all meetings of the Board of Directors will be open and accessible to the public, noticed and conducted in accordance with the Florida Sunshine Act (Section 286.011, Florida Statutes). 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. The Corporation will establish a policy governing public comment and input in accordance with Florida law.

ARTICLE VII OFFICERS

Section 1. **Number.** The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2. **Term of Officers.** Officers shall serve for one (1) year terms and can be elected to serve multiple terms.

Section 3. **Election.** Officers shall be elected from among the Board of Directors at the Board's annual meeting. Directors shall serve until their successors are elected and qualified.

Section 4. **Installation, Commencement of Duties.** The officers elected at the annual meeting of the Board of Directors shall commence their duties immediately upon being elected.

Section 5. **Removal, Vacancy of Officers.** Any officer may be removed with or without cause by the affirmative vote of at least a majority of the Directors present at any regular or special meeting of the Board for such purpose. Should the office of the President become vacant by reason of death, removal, or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

Section 6. **Duties of Officers.** All Officers shall serve concurrently on the Corporation's Board of Directors.

(a) President. It shall be the duty of the President as the chief executive officer to preside at all meetings of the Board of Directors as the Chairman of the Board of Directors. With the exception of the Executive Committee, he or she shall have the power to appoint the chairmen and committee members of all committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be authorized to sign checks and on the Corporation's bank account for the disbursement of funds, enter into contracts on behalf of the Corporation, and sign all other obligations on behalf of the Corporation. In addition, the President shall have and perform such other duties as may be delegated to him or her by the Board of Directors.

(b) Vice President. In absence or disability of the President, it shall be the duty of the Vice President to preside at all meetings of the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. He or she shall perform the duties and office of the President in case of absence, resignation or inability of the latter until a successor has been named at the next regular meeting of the Board of Directors. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

(c) **Secretary.** The Secretary shall take and keep the minutes of all meetings of the membership and Board of Directors. He or she shall furnish a copy of the minutes to the President after each meeting and shall be custodian of all records and papers of the organization. He or she shall advise the President of the name of any Director who has missed three (3) consecutive, or six (6) cumulative, regular meetings of the Board of Directors. He or she shall receive and file all written reports. He or she shall promptly handle all necessary correspondence of the Corporation as directed by the President. He or she shall submit copies of the official communications for the President's file. The Secretary shall order and maintain for the organization supplies, stationary, etc. as may be required from time to time. He or she shall receive all written reports of the organization, shall have custody of the corporate seal of the Corporation, and shall serve all authorized notices for the Corporation. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

(d) **Treasurer.** The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank account approved by, or invested as directed by, the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. Current financial records shall be kept at all times and reports of the financial status of the Corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. Further, the Treasurer shall present a written annual statement of receipts and disbursements at each annual meeting of the Board of Directors and prepare returns and reports to the Internal Revenue Service and other governmental agencies, as required. He or she may appoint a bookkeeper to assist with the aforementioned duties; provided, however, that the Board of Directors must approve remuneration for any such services by said bookkeeper. Books of the Corporation shall be delivered to his or her successor, in proper order, immediately following the termination of the office and the election of a new Treasurer.

Section 7. Other and/or Subordinate Officers. The Board may appoint such other officers as the business of the Corporation may require (such as an Assistant Vice President, Assistant Secretary, and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Board of Directors may from time to time determine.

ARTICLE VIII COMMITTEES

Section 1. Committees. In addition to the (i) Budget and Finance Committee, (ii) Fundraising Committee, and (iii) Executive Committee (as described more fully hereinafter), the President may create one (1) or more committees (that may be advisory in nature or authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with the other provisions of these Bylaws. The duties of any such committee shall be prescribed by the President, as authorized by the Board, upon the President's designation of the committee. If a committee is authorized to exercise any authority of the Board in governing the affairs of the Corporation, such committee shall consist of two (2) or more persons appointed by the President, or as otherwise set forth herein.

Section 2. **Delegation of Power.** In the event the Board delegates any of its powers to a committee, any action taken by such committee shall be as effective as if taken by the Board. The designation of such committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon him or her by law. Any meeting held by a committee that has been delegated any powers of the Board will be noticed and conducted in accordance with the Florida Sunshine Act (Section 286.011, Florida Statutes).

Section 3. **Quorum and Voting.** A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which quorum is present shall be that act of the committee. Proxies may not be used by a committee member for any purpose.

Section 4. **Meetings and Notices.** Meetings of committees may be called by the President or the Chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings and send a copy of such minutes to the Board of Directors for inclusion in the records of the Corporation. So long as the Corporation's contract for operation of a public charter school remains in effect, any committee meeting subject to the Florida Sunshine Act (Section 286.011, Florida Statutes) will be noticed and conducted in accordance with such Act.

Section 5. **Resignations and Removals.** A member of any committee may resign at any time by giving notice to the Chair of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The President may remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the President as provided in these Bylaws.

Section 6. **Term and Vacancies.** All individuals appointed to committees shall serve in such committee for a one (1) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the President as is specified in Section 1 of this Article IX.

Section 7. **Budget and Finance Committee.** This committee shall be composed of members of the Board of Directors. The President shall appoint the Chair of the committee. The Chair shall appoint not less than two (2) other Directors to assist the Chair. The committee shall perform such duties as directed by the President, and authorized by the Board of Directors. The Treasurer shall at all times be a member of this committee. The committee shall perform the following duties, without limitation: (i) prepare the budget, including anticipated revenue; (ii) coordinate input from the fundraising committee; (iii) present proposed budget to the Board of Directors for approval; (iv) monitor the budget expenditures of the Corporation throughout the fiscal year; (v) report upon the financial affairs of the Corporation to the Board of Directors at regular meetings thereof; and (vi) perform such additional duties as may be delegated by the Board of Directors from time to time.

Section 8. **Executive Committee.** This committee shall be composed of the President, the Vice President, and the Treasurer. The committee shall perform the following duties, without limitation: (i) supervise the activities of the Corporation's personnel; (ii) review all programs, policies, procedures, activities, reports, and other business pertaining to the functions of the Corporation; and (iii) report on the state of the Corporation to the Board of Directors. The Executive Committee must receive approval from the Board of Directors for any unbudgeted expenditure greater than One Thousand Dollars (\$1,000.00).

Section 9. **Fundraising Committee.** This committee shall be composed of the such members of the Board of Directors as may be appointed by the President in his or her sole discretion. The committee shall perform the following duties, without limitation: (i) develop all plans to raise funds for the Corporation; (ii) supervise all procedures, methods, and instruments of fundraising approved by the Board of Directors; (iii) assist the Budget and Finance Committee in the preparation of the annual budget; (iv) report upon revenue acquisition policies of the Corporation to the Board of Directors at regular meetings thereof; and (v) perform such additional duties as may be delegated by the Board of Directors from time to time.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **Indemnification.** The Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capabilities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2. **Insurance.** The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

ARTICLE X CONDUCTING MEETINGS

All meetings of the Corporation shall be governed by the latest edition of "Robert's Rules of Order."

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of July, and terminate on the 30th day of June.

ARTICLE XII DISSOLUTION; DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 2. **Deposits.** All funds received by the Corporation shall be deposited to the credit of the Corporation in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

Section 3. **Checks.** All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as set forth in these Bylaws; provided, however, that except as otherwise set forth herein, any check greater than Two Thousand Five Hundred Dollars (\$2,500.00) must be signed by two (2) signatories, each of whom must be authorized and approved by the Board of Directors.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIV RECORDS

The Corporation shall maintain permanent, correct and complete written books and records of account and shall keep minutes of all the meetings of the Board of Directors, and committees having the authority of the Board of Directors, at the principal office of the Corporation and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

ARTICLE XV CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "CORPORATION NOT-FOR-PROFIT, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE XVI EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers as set forth herein, or by such other person or persons as the Board may from time to time designate.

ARTICLE XVII NOTICE AND WAIVER OF NOTICE

Section 1. **Notice.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known post office address. Persons not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute. Nothing herein shall be construed to inhibit the right of the public to receive notice of public meetings pursuant to the Florida Sunshine Act (Section 286.011, Florida Statutes).

Section 2. **Waiver of Notice.** Whenever any notice is required to be given to a board member under the provisions of any law, or under the provisions of the Second Amended and Restated Articles of Incorporation of the Corporation, or these Bylaws: (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or (b) attendance by such person or persons at such meeting without protesting the lack of notice prior to or at commencement of the meeting, shall be deemed equivalent thereto.

ARTICLE XVIII CONSTRUCTION

Whenever a conflict arises between the language of these Second Amended and Restated Bylaws and the Second Amended and Restated Articles of Incorporation, these Second Amended and Restated Bylaws shall govern.

ARTICLE XIX AMENDMENT TO THE BYLAWS

The Bylaws of this Corporation may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority vote of the Board of Directors present at any duly called and noticed meeting of the Board of Directors at which every member of the Board of Directors is present.

ARTICLE XX GENERAL PROVISIONS

Section 1. **Invalid Provisions.** If any of the provisions of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 2. **Headings.** The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

ADOPTED this 24th day of August, 2020 by a 2/3 majority of all of the Board of Directors at a duly noticed meeting.



Douglas Colkitt, Board Secretary