
BYLAWS

TALLAHASSEE CLASSICAL SCHOOL, INC.

A FLORIDA NONPROFIT CORPORATION

I. PURPOSES OF THE CORPORATION

- A. To provide charitable and educational services, and oversight through the operation of one or more charter schools within the State of Florida.
- B. To act consistent with all applicable statutes, ordinances, rules and regulations affecting the actions of Tallahassee Classical School.
- C. To carry out any business, occupation, undertaking, enterprise, and exercise any power or authority which may be done lawfully by a private corporation created pursuant to and organized by virtue of Chapter 617, Florida Statutes.
- D. To engage in fundraising activities necessary to promote the purposes of Tallahassee Classical School.

II. CORE PRINCIPLES

In keeping with its mission, the Corporation holds the following set of core principles:

- A. The centrality of the Western tradition in the study of history, literature, philosophy, and fine arts;
- B. A rich and recurring examination of the American literary, moral, philosophical, political, and historical traditions;
- C. The use of explicit phonics instruction leading to reading fluency, and the use of explicit grammar instruction leading to English language mastery;
- D. The teaching of Latin;
- E. The acknowledgement of objective standards of correctness, logic, beauty, weightiness, and truth intrinsic to the liberal arts;
- F. A school culture demanding moral virtue, decorum, respect, discipline, and studiousness among the students and faculty;
- G. A curriculum that is content-rich, balanced and strong across the four core disciplines of math, science, literature, and history;

- H. A faculty where well-educated and articulate teachers explicitly convey real knowledge to students using traditional teaching methods rather than using so-called “student-centered learning” methods;
- I. A school that uses technology effectively without diminishing the faculty leadership that is crucial to academic achievement; and
- J. A school with a plan to serve grades K through 12, although the grades at school opening may be scaled back if reasonable.

III. **BOARD OF TRUSTEES**

The Board shall govern the affairs of the corporation and exercise its powers, subject to the limitations of state and federal law, the Articles of Incorporation, and these Bylaws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To conduct, govern, and control the affairs and activities of the corporation, and to provide oversight and policy direction.
2. To elect and remove Trustees.
3. To call meetings of the Board.
4. To select and remove officers, agents, and employees of the corporation and to prescribe powers and duties for them, as well as to fix the compensation for employees and agents of the corporation.
5. To enter into contracts, leases and other agreements which are necessary in obtaining the purposes of promoting the interests of the corporation.
6. To act as Trustee under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

9. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
10. To indemnify and maintain insurance on behalf of any of its Trustees, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the state and federal law and the limitations noted in these Bylaws.
11. In anticipation of or during an emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then any number of the Directors shall have the power and authority to do and perform all acts and functions, permitted for an organization described in §617.0303, F.S., as amended, or subsequent legislation not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Florida.
12. To exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation.

C. Number of Board Trustees

The number of Trustees of the corporation shall be not less than three nor more than eleven. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws.

D. Election of Trustees

1. Election The Board shall elect new Trustees by the vote of a majority of the Trustees then in office, whether or not the number of Trustees in office is sufficient to constitute a quorum, or by the sole remaining Trustee.
2. Eligibility The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively. In addition to other candidates, the Board may consider a parent of an active Tallahassee Classical student.
3. Prohibited Relationships No person may serve on the Board if he or she is employed by or related to a current Board Trustee. A relative is defined as a spouse, parent, child, or sibling.
4. Term of Office
 - a. At the end of the first year, the Board shall provide for staggered terms of its Trustees, by designating approximately one-third of the Trustees to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Trustee shall continue for three years.

- b. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.
- c. A Trustee's term of office shall not be shortened by any reduction in the number of Trustees resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action.

5. Elections of Trustees and Term

The Board shall elect Trustees whose terms begin upon election.

E. Removal of Trustees

The Board may remove a Trustee without cause. A majority of sitting Trustees may remove any Trustee who:

- 1. Has failed to attend two or more of the Board's Regular Meetings in any calendar year;
- 2. Has been declared of unsound mind by a final order of court;
- 3. Has been convicted of a felony;
- 4. Has been found by a final order or judgment of any court to have breached any duty imposed by the federal or state law; or
- 5. For such other good causes as the Board may determine.

F. Resignation by Trustee

A Trustee may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice.

G. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

H. Compensation of Trustee

Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting corporation business.

IV. PRINCIPAL OFFICE

Tallahassee Classical shall have its principal office located within the boundaries of the County of Leon, or such other place of business as the Board may designate from time to time. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

V. MEETINGS OF THE BOARD

A. Annual Meetings

An Annual Meeting shall be held in May or June of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting other business as comes before the board. The Board will provide reasonable public notice of the date, time, and location of its annual meeting.

B. Regular Meetings; Notice

At the Annual Meeting, the Board shall determine and publish the dates and times the Board will meet throughout the year. Notice of each meeting shall be distributed to the Board and as otherwise required by law at least seven (7) days prior to the meeting. This notice may be given personally or via electronic means, and shall designate the time, place, and date of such meeting if different from the dates and times determined by the Board at the Annual Meeting. The Board will provide reasonable public notice of the date, time, and location of its regular meetings.

C. Special Meetings or Emergency Meetings; Notice

A Special Meeting or Emergency Meeting shall be held at any time called by the Chair or by a majority of Trustees. Written notice of each Special Meeting, setting forth the time, date, and place of the meeting shall be given to each Trustee at least three (3) days before the Special Meeting. This notice may be given personally, through the US Mail, or other electronic means. Notice of Emergency Meeting shall be given to each Trustee in a reasonable timeframe under the circumstances.

D. Adjournment

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

E. Notices

1. Notices of Board Meetings shall include the following information:

Meetings will be open to the public and will comply with the Sunshine law found in §286.011, F.S. The Board will provide reasonable public notice of the date, time, and location of meetings.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate at this proceeding should contact Tallahassee Classical no later than five (5) days prior to the Meeting.

2. EMERGENCY CANCELLATION OF MEETING - If a named storm or other disaster requires cancellation of the Meeting, the Notice of Meeting Cancellation will be provided on the Tallahassee Classical website. Cancellation can also be confirmed by calling Tallahassee Classical.

VI. ACTIONS BY THE BOARD

A. Quorum; Voting

Except as otherwise provided below, a majority of the Trustees in office shall be necessary to constitute a quorum for the transaction of business; provided, however, that whenever a vacancy occurs for any reason in the Board, a quorum shall consist of a majority of the remaining Trustees until the vacancy has been filled.

If a quorum is present, the acts of a majority of the Trustees in attendance shall be the acts of the Board. Each Trustee shall have one (1) vote. Trustee attendance by telephone or video conference or other similar means shall be considered for purposes of determining whether there is a quorum at a special or emergency Board meeting. The Secretary or designee shall maintain accurate records of all votes of the Board.

B. Actions Taken at Board Meetings.

The actions made by a majority of the Trustees present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for purposes of electing Trustees, appointing committees and delegating authority thereto, or amending the corporation's Bylaws, where the action of a majority of Trustees then in office is required by the Florida Nonprofit Corporation Law or as set out in these Bylaws.

The Board may continue to transact business at a meeting at which a quorum was originally present, even though Trustees withdraw, provided that any action taken is approved by at least a majority of the quorum required.

C. Attendance at Meetings

1. Attendance in Person

All regular meetings of the Board must have a physical quorum or Trustees present in order to conduct business unless there is good cause for waiving this requirement. Any Trustee of the Board unable to attend a meeting of the Board shall notify the Chair or Secretary and state the reason for his or her absence. If a Trustee is absent without excuse from two (2) regular meetings in a fiscal year, he or she may be removed as described herein.

2. Attendance by Telephone or Video Conference Permitted only for Special or Emergency Board Meetings

Trustees or a committee thereof may attend and participate in a meeting of the Board or such committee by means of a conference telephone call or similar video communications equipment if all persons participating in the meeting can hear each other at the same time, and provided that such action is permitted by Florida law. In such event, participation by such means constitutes in person presence at a meeting.

D. Open Meetings

So long as Tallahassee Classical's contract for operation of a public charter school 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 noticed and conducted in accordance with the Sunshine Act (s. 286.011, F.S.).

E. Committees

1. Appointment of Committees

The Chair shall appoint Trustees and non-Trustees to one or more Board Committees and the Board may approve the appointments by a majority of the Board at the next Regular, Special or Emergency Board meeting.

2. Authority of Board Committees

The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- a. The election of Trustees.
- b. Filling vacancies on the Board or any committee which has the authority of the Board.
- c. The amendment or repeal of any Board resolution.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The appointment of other committees of the Board, or the Trustees of the committees.

3. Procedures of Committees

The Board may prescribe the way the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the

manner of conducting its proceedings, and all meetings must comply with the requirements of the Florida Sunshine law.

4. Nomination Committee

The Board of Trustees may appoint a nominating committee consisting of current Trustees for the purpose of recommending candidates to fill any vacancies on the Board of Trustees.

F. Standard of Care

1. Performance of Duties

Each Trustee shall perform all duties of a Trustee, including duties on any Board Committee, in good faith, in a manner the Trustee believes to be in the corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

2. Reliance on Others

In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:

- a. One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;
- b. Legal counsel, independent accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or
- c. A Board Committee on which the Trustee does not serve, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

3. Investments

In investing and dealing with all assets held by the corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

G. Rights of Inspection

Every Trustee has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition

to any obligations imposed by any applicable federal, state, or local law. For example, information reviewed by the Trustee which is subject to the Family Educational Rights and Privacy Act (FERPA) found at 20 U.S.C. § 1232g will be treated in accordance with this law. Costs of copies will be the responsibility of the Trustee unless waived by the majority of the Board at a Meeting.

H. Participation in Discussions and Voting

Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:

1. Any Trustee shall be excused from the discussion and vote on any matter involving:
(a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Trustee; or (d) any other matter at the discretion of a majority of the sitting Trustees.
2. Adherence to Robert's Rules of Order
In the normal course of its meetings, the board will follow its own informal procedures, rules, and practices. However, in the event that a Trustee perceives that a problem has arisen or that the discussion has gone beyond the bounds of civility and decency or reasonable time limits, he or she may invoke strict adherence to Robert's Rules of Order Newly Revised in its current edition by citing this clause of the bylaws.

VII. OFFICERS

A. Officers

The officers of the corporation consist of a President (hereinafter "Chair"), Vice President (hereinafter "Vice Chair"), a Secretary, and a Chief Financial Officer (hereinafter "Treasurer"). The corporation also may have such other officers as the Board deems advisable. The Term of each office shall be one year. Each officer may serve an additional year subject to the approval of the Board.

1. Chair
Subject to Board control, the Chair 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.
2. Vice Chair
If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary
The Secretary shall: (a) keep or cause to be kept, 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, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of

Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.

4. Treasurer

The Treasurer shall: (a) cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements; (b) cause the books of account to be available at all times for inspection by any Trustee; (c) cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) cause to be disbursed the corporation's funds as the Board directs; (e) cause to be rendered to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) cause to be prepared any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility and Term of Office

1. Election

The Board shall elect the officers at the Annual Meeting, at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

2. Eligibility

A Trustee may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

3. Term of Office

The initial term of office shall be one year. The Board may approve an additional 1-year term. Each officer serves at the pleasure of the Board, holding office until the end of the term, resignation, removal, disqualification from service, or until his or her successor is elected.

C. Removal and Resignation

A majority of sitting Trustees may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date if specified in the notice. If a resignation is made effective at a later date and the Corporation accepts the future effective date by a unanimous vote, 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.

D. Vacancies

When a vacancy occurs in one of the executive 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.

E. Compensation

Trustees who serve as officers shall not receive any compensation for their services.

F. Designation of Duties

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

VIII. BOOKS, RECORDS AND REPORTS

A. Books and Records

In compliance with s. 617.1601, F.S., as amended, or any successor thereto, Tallahassee Classical shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any authority of the Board. All books and records of the Tallahassee Classical shall be kept in written form or in another form capable of conversion into written form within a reasonable period of time.

B. Annual Reports

Tallahassee Classical shall file with the Department of State of the State of Florida a sworn annual report on such forms and containing such information as the Department of State may prescribe.

C. Inspection Rights

Every Director shall have the right at any reasonable time to inspect Tallahassee Classical's books, records, documents of every kind, and physical properties, as permitted by Florida and federal law.

IX. NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the corporation's debts, liabilities, or other obligations.

X. INDEMNIFICATION OF CORPORATE AGENTS

Tallahassee Classical shall indemnify and advance expenses on behalf of its Board of Trustees and Officers to the fullest extent permitted under s. 617.0831, F.S., as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Trustees and Officers arising from their relationships with Tallahassee Classical in any and all capabilities. By resolution duly adopted, the Board of Trustees may authorize Tallahassee Classical to (1) indemnify any or all of its employees and agents who are not Trustees to any extent that the Board may determine, up to and including the fullest extent permitted under s. 617.0831, F.S., as amended, or any successor thereto, and/or (2) provide insurance

coverage to any or all of its Trustees, Officers, employees, and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation.

The corporation shall indemnify any Trustee, officer, employee, or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

If the corporate agent designated by the Board either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Florida law.

XI. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, officer, employee, or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Florida law.

XII. SELF-DEALING TRANSACTIONS

The corporation shall not engage in any self-dealing transactions. "Self-dealing transaction" means a transaction to which the corporation is a party in which one or more of the Trustees have a material financial interest ("interested Trustee(s)"). Notwithstanding this definition, the following transactions are not self-dealing transactions, and are subject to the Board's general standard of care:

A transaction which is part of a public or charitable program of the corporation, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Trustees or their families because they are in a class of persons intended to be benefitted by the program.

XIII. OTHER PROVISIONS

A. Fiscal Year

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

B. Execution of Instruments; Contracts

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or

confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

C. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories of, invested from time to time for and on behalf of the Corporation, as the Board of Directors may elect.

D. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair or Treasurer.

E. Contributions

The Board may accept on behalf of Tallahassee Classical any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of Tallahassee Classical.

F. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Florida law 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 a natural 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.

G. Conflict of Interest

No Trustee will receive a financial benefit from the school's operations. All Trustees must comply with Part III, Chapter 112, F.S. No Trustee can vote on an issue which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2), F.S.; or which he or she knows would inure to the special private gain or loss of a relative or business associate of the public officer. Prior to a vote being taken, the Trustee must publicly state at a Board meeting the nature of the Trustee's interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes.

No Trustee may sell goods or services to the school in any capacity. No Trustee may be employed by or contract with a for-profit company who seeks to participate in the operation of the school.

XIV. DISSOLUTION

Upon dissolution of the corporation, assets of the Corporation shall be distributed for one or more of the tax-exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, 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 for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

XV. AMENDMENT

A majority of the sitting Trustees may adopt, amend, or repeal these Bylaws. The amended Bylaws will be available on Tallahassee Classical School's website.