

MCKEEL ELEMENTARY ACADEMY, INC.

BYLAWS

ARTICLE I – DEFINITIONS

When used in these Bylaws the terms set forth in this Article shall have the following meaning:

1. Corporation shall mean MCKEEL ELEMENTARY ACADEMY, INC., A Florida Corporation, not for profit.
2. Board shall mean the Board of Trustees of the Corporation
3. Chairman shall mean the Chairman of the Board of Trustees.
4. Auxiliaries shall mean those auxiliary organizations associated with the Corporation.

ARTICLE II – CORPORATOIN

Section A – Purpose

This corporation is organized and is to operate exclusively not for profit as a charter school to provide an education to individuals without regard to sex, race, color, creed, or ethnic and national origin and such other purposes as the Trustees shall deem appropriate and which his lawful under the Florida Not for Profit Corporation Act.

Section B – Membership in the Corporation

1. Members. Membership in the Corporation shall consist solely of members of the Corporation Board of Trustees.
2. Procedure of membership. Election of any person to the Corporation Board at any regular or special meeting of the Corporation Board shall automatically qualify such person to membership in the Corporation.
3. Termination of membership. Termination of membership on the

Corporation Board either through resignation or by action of the Corporation Board will terminate membership in the Corporation.

Section C - Rights, and Duties of Membership

1. Voting. Each member designated as a voting member will be entitled to one vote on all matters brought before any annual meeting or other meeting of the members of the Corporation. Such votes may be given in person only, except in the election of members of the Corporation Board which may be by proxy vote provided the list of members proposed for election is mailed to all existing members at least ten days prior to the meeting.
2. Information. All members of the Corporation shall have the right to obtain information concerning the Corporation's operations upon request to the Corporation Board at a regularly convened meeting, or upon request to an executive of the Corporation.

Section D - Annual Meeting

1. Time of meeting. The annual meeting of the members of the Corporation shall be held at the School Executive Office within one hundred fifty (150) days after the beginning of the calendar year, or such other date or place as may be fixed by the majority of the Corporation Board at least twenty days prior to the aforesaid date.
2. Agenda. A formal agenda shall be mailed to all Members at least five days prior to the annual meeting.
3. Reports and Elections. In addition to new and old business, the agenda of the annual meeting shall include:
 - a. The annual report of the President, Secretary, and Treasurer.
 - b. The election of Members of the Corporation Board.
4. Quorum. The quorum necessary for the legal transaction of business at any annual meeting of the Corporation shall consist of one-half (1/2) of the duly constituted voting members.

ARTICLE III - BOARD OF TRUSTEES

Section A - Composition

The governing Board of the Corporation shall be known as the Corporation Board of Trustees and shall initially consist of five (5) voting members. The number of trustees may be increased from time to time by amendments to these Bylaws but shall never be less than five (5) voting members. The Corporation Board of Trustees shall be elected for three year terms, so arranged that one-third of the Corporation Board, as nearly as may be, come up for election at each annual meeting.

Section B - Powers and Duties

1. Administrative Powers. The administrative powers of the Corporation shall be vested in the Corporation Board who have charge, control and management of the operation, property, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions not inconsistent with these bylaws or the Charter of the Corporation.
2. Management property. The management of all real and personal property and trust funds owned by the Corporation shall be the responsibility of the Corporation Board who shall have authority with regard to purchases, sales, improvement and maintenance and for the disposal of all real and personal property and trust funds held by, or acquired for, the Corporation.
3. Policies. It shall be the duty of the Corporation Board to approve policies necessary for the efficient operation of the Corporation and rules and regulations governing the use of the corporate facilities.
4. Election of Officers. Promptly after the annual meeting of the Corporation, it shall be the duty of the Corporation Board to elect the officers of the Corporation.
5. Charter objectives. The Trustees shall be responsible for seeing that the objectives specified in the Charter are attained.

Section C - Membership

1. Persons eligible. Any person is eligible for election to the Corporation Board.

2. Vacancies. All vacancies on the Corporation Board, other than those resulting from the expiration of terms, shall be filled by the Board. Recommendations for membership to fill such vacancies shall be referred to the Corporation Board for action to fill such vacancies.

Section D - Meeting of the Corporation Board

1. Regular meetings.
 - a. The Corporation Board shall hold a regular meeting at least once each year. Any regular meeting may be adjourned by the members present to any other time and to such place as they shall determine. The date and time of said regular meeting shall be determined by the President. The Secretary shall mail notice of such semiannual meeting to all members of the Corporation Board at least seven days before the date thereof.
 - b. Members unable to attend meetings shall so notify the Secretary in advance.
 - c. The quorum necessary for the legal transaction of business at regular meetings of the Corporation Board shall be one-half (1/2) of the duly constituted voting members of the Corporation Board.
2. Special meetings. Special meetings of the Corporation Board may be called at any time by:
 - a. The Chairman or President.
 - b. The majority of the duly constituted Corporation Board, if the Chairman or President fails to call a meeting after having been requested to do so in writing by not less than a majority of the Corporation Board.
 - c. Seven days written notice in advance of any Special Meeting shall be given to all members by the Secretary.
 - d. The quorum necessary for the legal transaction of business at Special Meetings of the Corporation Board shall be one-half (1/2) of the duly constituted voting members of the Corporation Board.
3. Telephone Meetings. Trustees may participate in meetings of the Corporation Board of Trustees by means of a conference telephone or similar

communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

4. Action Without Meeting. Any action of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote.
5. Attendance. If a member of the Corporation Board is absent for two consecutive regular meetings or one-half of the regular and special meetings during the year, without a legitimate excuse, such member will be considered to have resigned and may be dropped from membership on the Corporation Board at the discretion of the Corporation Board.
6. Minutes. Minutes shall be prepared and mailed by the Secretary to all Corporation Board members at least one week prior to the next Corporation Board meeting.

Section E - Finances

1. The Corporation Board shall keep an accurate and careful account of all investments.
2. The Corporation Board shall participate in the raising of new or additional funds as may be necessary.
3. The Corporation Board shall determine fiscal policy, including depreciation and other reserves.
4. The Corporation Board shall determine the investment of funds received by bequest or gift.
5. The Corporation Board shall review the insurance portfolio pertaining to insurance of any type.

ARTICLE IV - OFFICERS

Section A - Officers

1. The officers of the Corporation shall be a Chairman, President, Secretary and Treasurer. The office of Secretary-Treasurer may be held by the same person.

2. Any member of the Corporation Board shall be eligible for any office, however, the Secretary and Treasurer need not be Corporation Board members.

Section B - Nomination and Election Procedure

1. The nomination and election of officers shall be the first order of business at the Corporation Board meeting immediately following the annual meeting.
2. The election of officers shall be by secret ballot unless waived by the unanimous consent of the members of the Corporation Board present.
3. The election shall be conducted by the Secretary of the meeting as judge of elections and two tellers appointed by the President and shall take the following form:
 - a. Each voting Corporation Board member shall be entitled to one vote, but a nominee must get a majority of the total votes cast to be elected.

Section C - Chairman

The Chairman of the Corporation Board shall preside at meetings of the Corporation Board and shall consult with the President concerning the operations, business and affairs of the Corporation.

Section D - President

1. The President shall be the chief executive officer of the Corporation and will be a non-voting member of the Corporation Board.
2. The President shall preside at Corporation Board meetings in the absence of the Chairman.

Section E - Secretary

1. The Secretary shall act as Secretary of both the Corporation and the Corporation Board; he or she shall keep minutes of all meetings of the Corporation and Corporation Board, and shall act as custodian of all records and reports of the Corporation and Corporation Board.
2. The Secretary shall attend to the giving and serving of all notices in accordance with the Bylaws and shall keep a register showing the names and addresses of the members of the Corporation and the Corporation Board.

3. The Secretary shall have the custody of the Seal of the Corporation.

Section F - Treasurer

1. The Treasurer, under the direction of the Corporation Board, shall receive and have custody of all income belonging to the Corporation and shall keep the same as required by law.
2. The Treasurer shall keep bank accounts in the name of the Corporation and shall render a financial statement at each regular meeting of the Corporation Board and the annual meeting of the Corporation.

Section G - Term of Office

1. The officers shall take office immediately following their election at the Corporation Board meeting following the annual meeting.
2. All officers may succeed themselves.

ARTICLE V - INDEMNIFICATION

1. The members of the Board and officers of the Corporation shall be indemnified by the Corporation against all liability and expenses not otherwise compensable by the insurance maintained by such person or the Corporation relating to an action if (a) there is a final judgment in the action that there was no negligence or misconduct on his part or (b) the Corporation receives a written opinion of independent counsel that (1) the conduct of the person was in good faith for a purpose which he reasonably believed to be in the best interest of the Corporation and, in any criminal action, that the person had no reasonable cause to believe that his conduct was unlawful and (2) indemnification hereunder may be legally and validly made.
2. The termination of an action by judgment, settlement (with or without court approval), or conviction upon a plea of guilty or of nolo contendere or its equivalent shall not be deemed a determination that a person has not met the standards of conduct stated in (b)(1) of this section.
3. Expense incurred by a person in any action may be advanced by the Corporation before final disposition thereof if the person agrees in writing to repay such amount unless he is entitled to indemnification under this section. The fees and expenses shall be paid by the Corporation.

4. The rights of indemnification in this section shall be in addition to any rights to which a person may otherwise be entitled by contract or law.

ARTICLE VI - POLICY OF HIRING OF EMPLOYEES

It shall be the policy of this Corporation not to discriminate in the hiring of employees because of race, color, creed, sex, ethnic and national origin.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of July of each year and shall close with the last day of June of each year.

ARTICLE VIII - AUDIT

The Corporation Board shall select an independent firm of certified public accountants to audit the books and accounts of the Corporation for each fiscal year.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be recognized as the parliamentary authority in all meetings of the Corporation or the Corporation Board insofar as the provisions thereof do not conflict with the Charter and BYLAWS of the Corporation.

ARTICLE X - AMENDMENTS

Except as otherwise provided herein, power to amend the Bylaws shall be vested in the Corporation Board by a two thirds majority of the voting members thereof at a regular or special meeting called for that purpose providing notice be given at least two weeks in advance and said notice shall contain a copy of the proposed amendments.

ARTICLE XI - ADOPTION

These Bylaws shall be adopted at any regular meeting of the Corporation Board and shall become effective upon adoption.

DATED: 6-2-03

Dale Hart
Secretary

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MCKEEL ELEMENTARY ACADEMY, INC., a Florida corporation, filed on December 20, 2002, as shown by the records of this office.

The document number of this corporation is N02000009850.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirty-first day of March, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF INCORPORATION

Of
MCKEEL ELEMENTARY ACADEMY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Article of Incorporation:

ARTICLE I

The name of the corporation shall be **MCKEEL ELEMENTARY ACADEMY, INC.**

ARTICLE II

The principal office shall be located at 1810 W. Parker Street, Lakeland, FL 33815.

ARTICLE III

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided, however, reasonable compensation as set by the Foundation Board of Trustees may be paid for services rendered to or for the corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The effective date of these Articles of Incorporation shall be the date these articles are filed with the Secretary of State.

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2002 DEC 20 PM 2:35

ARTICLE V

This corporation is organized and is to operate exclusively not for profit as a charter school to provide an education to individuals without regard to sex, race, color, creed or ethnic and national origin and such other purposes as the Trustees shall deem appropriate and which is lawful under the Florida Not for Profit Corporation Act.

ARTICLE VI

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objectives and purposes herein stated.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

The term for which this corporation shall exist shall be perpetual.

ARTICLE VIII

Except as otherwise provided therein, the Bylaws of this corporation shall be made, altered and rescinded by a two-thirds majority vote of the Trustees voting at any regular Trustees meeting or at a special meeting called for that purpose.

ARTICLE IX

The name and address of the incorporator(s), is as follows:

HAROLD MAREADY
1810 W. Parker Street
Lakeland, FL 33815

ARTICLE X

The membership in the corporation shall consist solely of the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of the admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

ARTICLE XI

The affairs of this corporation shall be managed by a Chairman, President, Secretary, Treasurer and a Board of not less than five (5) voting Trustees and no more than ten (1) voting Trustees and by such other officers of the corporation as the corporation may hereafter see fit to name and designate. The number of Trustees may be increased from time to time by the Bylaws of the Corporation, but shall never be less than five (5) voting members or more than ten (10) voting members.

(a) Board of Trustees. The initial Board of Trustees shall consist of seven (7) voting Trustees including the President of McKeel Elementary Academy, Inc. who shall be a voting member of the Board of Trustees. The initial Board consisting of seven (7) voting Trustees shall be composed of those persons hereinafter named:

HAROLD MAREADY
1810 W. Parker Street
Lakeland, FL 33815

SETH MCKEEL
2000 Edgewood Drive
Lakeland, FL 33803

ALAN BLACK
1810 W. Parker Street
Lakeland, FL 33815

SUSAN CLAYTON
205 E. Main St., Ste 107
Bartow, FL 33830

JOHN SMALL
6723 Woodside Ct.
Lakeland, FL 33813

MICHELLE MONTERO
77 Woodside Drive
Lakeland, FL 33813

BECKY HAM
5339 Glenmore Drive
Lakeland, FL 33815

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting at which time an election of Trustees shall be held.

Trustees elected at the first meeting, and at all times thereafter, shall serve for a term of three (3) years so arranged that one-third of the Board, as nearly as may be, come up for election at each annual meeting. Annual meetings shall be held within 150 days after the beginning of the fiscal year at the principal office of the Corporation, or at such other date and place as the Board of Trustees may designate from time to time by resolution.

(b) Corporate Officers. The Board of Trustees shall elect the following officers: Chairman, President, Treasurer and Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, such officers shall be elected at the board of trustees meeting immediately after the annual meeting of members of the Corporation. Until such election is held, the following individuals shall serve as corporate officers:

Chairman:	<i>Seth McKeel</i>
President:	<i>Harold Maready</i>
Secretary/Treasurer:	<i>Debi West</i>

ARTICLE XII

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The amendment must be proposed by a resolution adopted by a two-thirds vote of the voting members of a quorum of the Board and then submitted to a quorum of the members for

their vote. The proposed amendment must be approved by a two-thirds vote of a quorum of the voting members of the Corporation.

ARTICLE XIII

The name and address of the initial registered agent is:

HAROLD MAREADY
1810 W. Parker Street
Lakeland, FL 33815


Signature of Incorporator


12-18-02
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature, Registered Agent

12-18-02
Date

The foregoing instrument was acknowledged before me this 18th day of December, 2002, by HAROLD MAREADY, who is personally known to me.


Notary Public/State of Florida

My Commission Expires:

 Amy R Long
My Commission CC820953
Expires May 8, 2003