

BYLAWS  
FOR  
BREVARD INNOVATIVE CHARTER SCHOOLS, INC. (a  
Not-for-Profit Corporation)

SECTION I  
NAME, ADDRESS, PURPOSE AND LIMITATIONS

Name: The name of the corporation is Brevard Innovative Charter Schools, Inc., hereinafter referred to as the "Corporation." The Corporation is located within the county of Brevard, Florida. The mailing address of the Corporation is 1301 Armstrong Dr., Titusville, Florida 32780.

Purpose: The corporation has been organized exclusively for charitable, educational, literary and scientific purposes within the meaning of section 501 (c ) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Limitations: The following are limitations on the activities, purposes and organization of the Corporation:

- a. The Corporation is not organized for and is not to be operated for peculiarly gain or profit.
- b No part of the property of the Corporation and no part of its income or earnings are to accrue to the benefit of any Director or other private individual.
- c. The Corporation is prohibited from engaging in any activity contrary to the purposes for which the Corporation is organized.

SECTION II  
MEMBERSHIP.

The Corporation shall have no "members" within the meaning of the Florida Nonprofit Corporation Law.

SECTION III  
COMPOSITION OF BOARD OF DIRECTORS

Number: The Board shall be composed of an odd number of individuals, not less than three (3) Directors or more than nine (9) Directors. The number of Directors shall be determined from time to time by the Board. The Principal/Program Director shall serve as a non-voting member of the Board of Directors.

Term: Each Director shall serve for a period of three (3) years. The Board of Directors may initially designate some terms of one (1) or two (2) years to permit staggered terms.

Requirement to Attend Meetings: If any Director fails to attend three (3) consecutive meetings without sufficient cause (as determined by the Chairman), the Director shall be requested to give explanation. If excessive absences, whether or not consecutive, continue without satisfactory cause, then the Chairman in his discretion may declare the position vacant. If a member of the Board of Directors is unable to attend a Board of Directors' meeting, the members should give notice to the Corporation's principal office.

Vacancy: Any vacancy occurring in the Board of Directors may be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present.

SECTION IV  
OPERATION OF BOARD OF DIRECTORS

Meetings: The Board of Directors shall hold a minimum of four (4) regular meetings in each calendar year on such dates as may be called by the Chairman or any three (3) members of the Board of Directors. Reasonable notice of time and location of the meeting shall be given to all members of the Board. The fiscal year of the Corporation shall be the calendar year. Special limitations may be called by the Chairman, or as otherwise provided by these Bylaws.

Jurisdiction: The Board of Directors shall have control and jurisdiction over the affairs and property of the Corporation, subject to the Articles of Incorporation and these Bylaws. Subject to the Articles of incorporation of the Corporation, the laws of the State of Florida and the United States of America, the Board of Directors is authorized to adopt such policies, rules and regulations as may be necessary and appropriate to implement the provisions of these Bylaws to achieve the purpose and goals of the Corporation. The Board of Directors is authorized to take such other action as may be required by the laws of the State of Florida and the United States of America; or as maybe directed by a court of competent jurisdiction. It shall be the duty of the Board of Directors to evaluate the progress of the Corporation and to ensure that the policies, rules and regulations of the Corporation are properly implemented.

Quorum: A majority of the members of the Board present at a meeting shall constitute a quorum for the transaction of business. If a quorum is not achieved and a majority of the Directors present, then Directors reached by telephone conference may be counted toward a quorum and may act upon any matter presented to the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except where otherwise specifically provided by statutes or by these Bylaws.

## SECTION V OFFICERS

Selection: The officers described in this section shall be elected by majority vote by a duly constituted quorum of the Board of Directors. All officers must be members of the Board of Directors. A Director may serve as more than one officer.

Composition: The officers of the corporation shall be elected from and by the Board of Director and shall include the following positions at a minimum: Chairman of the Board/President, Vice Chairman/Vice President, Secretary and Treasurer. The terms of office shall be for 1 year.

Chairman: The Chairman of the Board of Directors shall preside over the meetings of the Board of Directors and of the membership. He/She shall see that all rules and regulations are strictly enforced, shall count the votes on all matters and shall have general supervision of the affairs of the Corporation. The Chairman may, at any time in the interest of the Corporation, appoint a special committee or call a special meeting. During a recess of the Board of Directors, the Chairman shall have general control and management of the business and affairs of the Corporation. ..

Vacancy: Any vacancy occurring in the officers may be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present.

## SECTION VI INDEMNIFICATION

Generally: To the extent permitted by law, the Corporation shall indemnify its past or present Directors, and their heirs, executors and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Director or officer of the Corporation.

Insurance: The Corporation shall purchase and maintain a Director and Officer Liability Policy insuring the Corporation and its individual Directors and Officers against the costs of defending a claim or paying a settlement or decision.

Non-exclusive: The right of the Director to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights of indemnification to which he otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

Committee Members: To the extent that insurance is reasonably available, the Corporation shall extend the same indemnification provided in this section VI to non-Director committee members.

SECTION VII  
GENERAL

Quorum: A majority of the members of the Board of Directors shall constitute a quorum for Board of Director's meetings.

Gender: The masculine gender is used for convenience and is intended to include feminine gender, as well.

Conduct of Meetings: All meetings of the Board of Directors shall be conducted according to the most current edition of Robert's Rules of Order, to the extent consistent with the Articles of Incorporation and the Bylaws.

Amendment: These Bylaws may be amended, altered or rescinded by a vote of two-thirds of the Directors present at a meeting at which a thirty (30) day written notice of the purpose has been given and a quorum is present.

The undersigned hereby certifies that these amended Bylaws were approved and adopted by the Board of Directors on March 2, 2009.

Secretary, Brevard Innovative Charter Schools, Inc.

Print Name\_\_\_\_\_

Signature\_\_\_\_\_



