

**BYLAWS  
OF  
JACKSONVILLE EDUCATIONAL COMMUNITY, INC.**

Effective as of December 21, 2020

**ARTICLE I**

**OFFICES**

The principal office of Jacksonville Educational Community, Inc., a Florida not for profit corporation (the “***Corporation***”), will be located initially at 5500 Beach Boulevard, Suite #3, Jacksonville, FL 32207, with the Corporation retaining the power of moving its office to any other address within or without the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

The registered office may be but need not be identical with the principal office in the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

The Corporation shall not have any members.

**ARTICLE III**

**BOARD OF DIRECTORS**

(a) General Powers. The business and property of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation, subject to the limitations and restrictions set forth under Florida law, the Articles of Incorporation, these Bylaws or Board Rules adopted by a majority of the directors.

(b) Number, Tenure and Qualification. The number of directors shall be as established by the Board of Directors from time to time, but in no event shall the number of directors be less than three (3) nor more than nine (9). The term of the directors named in the Articles of Incorporation shall expire when their successors have been elected and have been duly qualified. The Board of Directors may establish a Nominating Committee to recruit and vet candidates for positions on the board of Directors. New and replacement directors shall be elected by a majority vote of the Board of Directors.

(c) Meetings of the Board of Directors. The Board of Directors shall have an annual meeting of the Corporation at a time, date and place to be designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at least on a quarterly basis, at such time

and place designated by the Board of Directors. Special meetings of the Board of Directors may be called from time to time by or at the direction of the President of the Corporation, or by members of the Board of Directors representing fifty percent (50%) or more of the total number of members of the Board of Directors.

(d) Place of Meeting. Meetings of the directors shall be held at the principal office or place of business of the Corporation or at such other suitable place, including any online or telephonic forum, convenient to the directors as may be designated by the Board of Directors.

(e) Notice of Meeting. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board of Directors. Written or printed notice stating the place, day and hour of any special meeting of directors shall be delivered to each director entitled to vote at such meeting, either personally or by telephone, mail, facsimile, or electronic mail not less than one (1) nor more than fifteen (15) days before the date of such special meeting, by or at the direction of the President, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address appearing on records of the Corporation, with first class postage thereon prepaid. If delivered by facsimile or electronic mail, the notice of a meeting shall be deemed to be delivered when successfully transmitted to the director at the address appearing on records of the Corporation. A director may waive the notice requirement set forth in this Article III and shall be deemed to have waived the notice requirement if such director attends the meeting to which the notice requirement has not been satisfied.

(f) Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; if quorum is not obtained, a majority of the directors present may adjourn the meeting from time to time without further notice.

(g) Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, these Bylaws, or Board Rules adopted by the Board of Directors.

(h) Removal of Directors. Any one or more of the directors may be removed with or without cause by a majority vote of the Board of Directors. A successor director may then be elected by a majority vote of the Board of Directors.

(i) Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of her or his predecessor in office.

(j) Compensation. Directors shall not receive any stated compensation for their services as directors, as officers or as members of committees, but can receive reimbursement for expenses and can be engaged to perform other services for the Corporation as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code and has been approved by a majority of disinterested members of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation

in any other capacity as an employee, agent or otherwise, and receiving compensation therefor so long as the arrangement has been approved by a majority of disinterested members of the Board of Directors and in accordance with the Corporation's Conflict of Interest Policy.

(k) Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken.

(l) Telephonic or Online Meetings. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Directors or committee through the use of a conference telephone, online meeting room, or other communications equipment by means of which all persons participating in the meeting can hear each other and speak to each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

(m) Contracts and Services. The members of the Board of Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operation of or business conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in such transactions; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors of personally interest, shall be at arm's length and not violative of any provision of law, the Articles of Incorporation or the Bylaws and is approved by a majority of disinterested members of the Board of Directors in accordance with the Corporation's Conflict of Interest Policy.

## **ARTICLE IV**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors or the President may establish committees from time to time as they deem appropriate, with such powers and responsibilities as determined by the Board of Directors. The Chairperson of each committee shall establish reasonable procedures for conducting committee meetings and providing notice to committee members of such meetings. The Chairperson of each committee shall ensure that minutes are kept and appropriate records are maintained by the committee and provided to the President and the Secretary. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

## **ARTICLE V**

### **OFFICERS**

(a) Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary, which, shall be appointed by a majority of the Board of

Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may appoint an Executive Director. Except for the Executive Director (if one is appointed), all of the officers of the Corporation must be members of the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors.

(b) Other Officers and Agents. The Board of Directors may appoint such other officers and agents as may be advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(c) Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until her or his successor shall have been duly appointed and shall have qualified.

(d) Removal. Any officer appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

(e) Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

(f) President of the Board. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. The President shall appoint individuals to serve on committees provided by these Bylaws, subject to the approval of the Board of Directors. The President shall, on behalf of the Board, be the primary contact with the Executive Director (if one is appointed) for purposes of transmitting communications, directives, advice and policies relative to the affairs of the Corporation from the Board to the Executive Director. The primary contact of the Executive Director for purposes of communicating and interacting with the Board and reporting on the affairs of the Corporation shall be the President.

(g) Vice President. The Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order of their designation by the Board of Directors) shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(h) Treasurer. The Treasurer shall have oversight of the financial and accounting functions of the Corporation, which are the responsibility of management; these include charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the oversight duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If

required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her or his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(i) Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors and its committees, in one or more books or an online database provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address, e-mail address, and phone number of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(j) Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

(k) Compensation. Officers shall not receive any stated salary for their services as officers of the Corporation; provided, however the Board of Directors shall have the power in its discretion to contract for and to pay to officers rendering unusual or exceptional services to the Corporation special compensation or expenses appropriate to the value of such services as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code so long as the arrangement is approved by a majority of disinterested members of the Board of Directors and in accordance with the Corporation's Conflict of Interest Policy.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

(a) Contracts. The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

(b) Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or the Executive Director (if one is appointed) of the Corporation.

(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 as the Board of Directors may select.

(d) Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, request or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

(a) Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the preceding meetings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office or an online database, a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or her or his agent or attorney for any proper purpose at any reasonable time. All financial records and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

(b) Auditing and Reports. At the close of each fiscal year, the Treasurer or Executive Director (if one is appointed) of the Corporation shall cause to be prepared a full and correct statement of the financial affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year which shall be submitted at the following meeting and filed with the Secretary of the Corporation. If, upon the direction of the Board of Directors of the Corporation, the books and records of the Corporation are the subject of an audit by an independent accountant, then such audit report shall satisfy the requirements of this ARTICLE VII.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year, except for the first fiscal year which shall commence on the date of the incorporation of the Corporation. The period of the fiscal year herein established shall be subject to change by the Board of Directors.

## **ARTICLE IX**

### **RESTRICTIONS ON ACTIONS OF THE CORPORATION**

(a) Prohibition on Private Inurement and Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, employee, independent contractor or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, employee, independent contractor or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(b) Prohibition on Political Activities. 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 (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Prohibition on Activities of Tax-Exempt Organizations. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or they may hereafter be amended or replaced.

(d) Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X**

### **SEAL**

The Board of Directors may, at its election, provide a corporate seal containing the name of the Corporation, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Florida law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **INDEMNIFICATION**

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement, any insurance maintained by the Corporation, or otherwise.

## **ARTICLE XIII**

### **AGENTS AND REPRESENTATIVES**

(a) Executive Director. The Executive Director (if one is appointed) shall be subject to the supervision, direction and control of the Board of Directors and shall perform such specific duties as may be assigned from time to time by the Board. The Executive Director shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The Executive Director may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; in general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall attend meetings of the Board of Directors, and may attend committee meetings, and shall not have voting power. Until the Board of Directors shall appoint an Executive Director, the President shall fulfill the duties set forth in this ARTICLE XIII.

(b) The Board of Directors of the Corporation may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## **ARTICLE XIV**

### **AMENDMENTS TO BYLAWS**

The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws by majority vote.