

**BY LAWS**  
**NEW DIMENSIONS HIGH SCHOOL, INC.**  
(A Not-For-Profit Florida Corporation)

**ARTICLE 1: NAME, AUTHORITY, PURPOSE, & DISSOLUTIONS**

- 1.1 **Name.** The name of the corporation shall be New Dimensions High School, Inc., (the "Corporation").
- 1.2 **Authority.** New Dimensions High School, Incorporated is a 501(C) 3 Not-For-Profit Corporation and is governed by the New Dimensions High School's Board of Directors ("Board").
- 1.3 **Statement of Purpose.** The purposes of this Board of Directors, as expressed in its Articles of Incorporation, shall be for the purpose of managing, operating, guiding, directing, and promoting the New Dimensions High School, a Charter School, organized pursuant to Florida Law, and to distribute the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.
- 1.4 **Dissolution.** In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine, or pursuant to Florida Statute and the provisions of the School Board of Osceola County Charter School Contract dated June 3, 1998. Any of such assets not so disposed of shall be disposed of the by the court having proper jurisdiction in the county where 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 2: MISSION STATEMENT**

- 2.1 **Mission Statement.** The mission of New Dimensions High School is that learning is participatory, involving hope, curiosity, and commitment so that action becomes a legitimate result of learning.

### **ARTICLE 3: BOARD OF DIRECTORS**

The membership in this organization shall consist only of Board of Directors. Board members must abide by the attendance and participation guidelines as stated within this document. Membership may be increased to no more than thirteen (13) or decreased to no fewer than five (5) by a quorum as set forth in Article 5 herein below. In the event of an increase in the number of Directors, the additional directorships created shall be filled in a manner prescribed herein for the Election of Directors in accordance with Section 3.6 herein below.

- 3.1 **Members.** This Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.
- 3.2 **Management.** All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a majority of the Board is present. The affirmative vote of not less than a quorum as set for in Article 5 herein below shall be necessary for all actions by the Board relating to the following:
- Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;
  - Adoption of an amendment to the Articles of Incorporation or the Bylaws;
  - Organization of a subsidiary or affiliate Corporation; and
  - Approval of any merger, consolidation or sale, or other transfer of all or substantial parts of the assets of the Corporation.
- 3.3 **Founding Members.** The founding members of the Corporation named in the Articles of Incorporation may serve as members of the Board of Directors and as Committee members but shall not vote on matters regarding the Corporation that are determined by the Board to be possible conflicts of interest.
- 3.4 **Qualifications.** A member of the Board shall be residents of the state of Florida and United States citizens.
- 3.5 **Nominations.** Not less than one month prior the end of the second (2<sup>nd</sup>) quarter or as necessary to replace vacancies, the Board may appoint a Nomination Committee to consist of no fewer than two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the directorships to be filled at the Annual meeting. These submissions shall be deemed to be nominations of each person named.
- 3.6 **Election.** The members of the Board shall be elected annually by the Board at the Annual meeting held in the second (2<sup>nd</sup>) quarter of the fiscal year or as necessary to fill vacancies

from a slate of nominees presented by the Nomination Committee as set forth in Section 3.4 herein above.

- 3.7 **Term of Elected Directors.** A member of the Board shall serve as a Director for a minimum term of one (1) year from July 1 to June 30. The Board terms can be repeated in consecutive terms, if the Nominating Committee recommends the member and the Board approves.
- 3.8 **Attendance.** A member of the Board may be removed, by quorum, without notice from office for failing to attend three (3) consecutive meetings.
- 3.9 **Voting.** A member of the Board must be present in person or by proxy or telephonically (as dictated by Sunshine Laws) at a meeting to constitute a quorum as set forth in Article 5 herein below for the transaction of business.
- 3.10 **Vacancies.** Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 3.6 herein above. A Director so elected to fill a vacancy shall hold office of the remainder of the predecessor's term.
- 3.11 **Resignation or Removal of Directors.** A Director may resign at any time by tendering his resignation in writing to the Board, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Board at its principal place of business. Any elected Director may be removed at any time, with or without cause, by a majority vote of the other Directors.
- 3.12 **Compensation.** Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

#### **ARTICLE 4: MEETINGS**

- 4.1 **Regular Meetings.** The Board shall meet at least four (4) times each year, including the annual meeting, each such meeting being approximately three (3) months from the date of the previous regular or annual meeting. The Secretary shall mail, E-mail, or fax notice of all regular and annual meetings to each Director at least twenty four (24) hours prior to a meeting, indicating the date, place and time of the meeting.
- 4.2 **Annual Meetings of the Board.** The annual meeting of the Board of Directors shall be held without other notice than this By-Law in the second (2nd) quarter of the fiscal year for approval of budget, election of officers and Board members and any other related business. Board of Directors shall be notified of date and place of the Annual Meeting within fourteen (14) days.

- 4.3 **Special Meetings.** Special meetings of the Board may be called at any time by the Chairman of the Board. Further, special meetings of the Board must be noticed by the Chairman within twenty four (24) hours of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) days prior to such meeting. The notice shall set forth the time, place, and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

## **ARTICLE 5: QUORUM**

A quorum shall consist of one-third ( $\frac{1}{3}$ ) of the Members of the Board but not less than three (3) members. Members of the Board must be present in person or by proxy or telephonically (as dictated by Sunshine Laws) at a meeting to constitute a quorum for the transaction of business.

## **ARTICLE 6: OFFICERS**

The Board of Directors shall have a Chairman, Vice Chairman, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Officers shall be residents of the state of Florida and United States citizens. The failure to elect an officer shall not affect the existence of the Board.

- 6.1 **Chairman.** The Chairman shall be the principal executive officer of the Board of Directors and, subject to the control of the Board, shall in general supervise, and control all of the business and affairs of the Board and shall preside over meetings of the Board of Directors. The Chairman shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The Chairman is authorized to sign, with the Secretary or any other proper officer authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer and in general, shall perform all duties of the office of Chairman and such other duties as may be prescribed by the Board from time to time.
- 6.2 **Vice-Chairman.** The Vice-Chairman shall act in the place and instead of the Chairman in the event of the Chairman's absence, inability, or conflict of interest, and shall exercise and discharge such other duties as may be required by the Board.
- 6.3 **Secretary.** The Secretary shall keep all of the records of the Board, record the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

- 6.4 **Treasurer.** The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Board is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.
- 6.5 **Election and Term.** All officers of the Board shall be elected by a vote of the Board as set forth in Article 3, Section 6 herein above at the annual meeting of the Board. The Officers shall be elected for one (1) year term and shall begin the term of office at the first meeting of the fiscal year. No Member shall hold more than one office at a time. No officer shall serve more than two (2) consecutive terms in the same office unless voted on by the Board. Officers elected to fill vacancies created by the resignation; removal or death of the predecessors shall serve the remainder of the regular term.
- 6.6 **Vacancies.** A vacancy in any office due to death, resignation, removal, or other cause, shall be filled by an election by the Board as set forth in Article 3, Section 6 for the remaining unexpired term of such office.
- 6.7 **Resignation or Removal of Officers.** An officer of the Board of Directors may resign at any time by tendering his resignation in writing to the Chairman or Secretary. Resignations shall become effective upon the date specified therein or, if no date as specified, upon receipt by the Board. An officer of the Board may be removed at any time, with or without cause, at any meeting of the Board by a quorum of the Board as set forth in Section 5 herein above.
- 6.5 **Salaries.** Officers will not receive compensation for services rendered as officers of the Board.

## **ARTICLE 7: COMMITTEES**

The Board may, by resolution, establish Standing Committees or Special Committees of the Board. Appointments to the Standing Committees shall be made by the Board at the annual meeting. The Chairman may appoint the Chairmen and members of such Special Committees. All Committee appointments and Chairmen appointments must be approved by a vote of the Board.

- 7.1 **Committee Term.** Unless otherwise specified by resolution of the Board, members of each Committee shall continue in office until the next annual meeting of the Board and until their successor is appointed.
- 7.2 **Committee Meetings.** Meetings of any Committee may be called by the Chairman of such Committee or upon the written request of one-third (1/3) of the Committee members. Board must be noticed by the Chairman within seven (7) days of the meeting. The notice shall set forth the time, place, and purpose of the meeting. Each Committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

- 7.3 **Resignation or Removal.** A member of any Committee may resign at any time by tendering his resignation in writing to the Chairman or the Board. The Board, by a vote, may remove, with or without cause, any member from a Committee and specifically, but not by the way of limitation, may remove any member from a Committee for failing to attend three (3) consecutive meetings of the Committee.

## **ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 8.1 **Indemnification.** The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.
- 8.2 **Insurance.** The Corporation will purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him on any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 7.

## **ARTICLE 9: FINANCE AND CONTRACTS**

- 9.1 The fiscal year of the New Dimensions High School Board of Directors shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.
- 9.2 **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instance.

- 9.3 **Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.
- 9.4 **Checks, Drafts, Etc.** All checks, drafts or other 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.
- 9.5 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.
- 9.6 **Gifts.** The Board may accept, on the behalf of the Corporation, any contributions, gifts, bequest or devise.

**ARTICLE 10: PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order shall constitute the ruling authority in all cases in which they are not inconsistent with these By-laws or with any statute of the State.

**ARTICLE 11: AMENDMENTS**

The By-laws of the New Dimensions High School Board of Directors may be made, altered, amended or rescinded by a majority vote of the then current Board members. A written notice of the proposed action and meeting shall be given to all Board of Directors no less than thirty (30) days prior to the meeting or shall be distributed at a regular Board meeting and be voted on at the next regularly scheduled Board meeting.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2009

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Vice Chairman

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer