

**NEW DIMENSIONS HIGH SCHOOL
MINUTES OF BOARD SPECIAL WORKSHOP MEETING
BYLAWS AND CONTRACT REVIEW
(at Law Office of Davila & Torres)
1/31/07, 7:30 am**

Present: Jackie Dodge
Al Torres
Carmen Torres
Larry Shamsid-Deen
Lynn Sparock

BYLAWS

**Article 2,
Organization**

1. Article 2., Statement of Purpose. We recommend that this be changed to reflect a more specific purpose, and that the purpose which we presently have in the Articles of Incorporation be used instead, as follows:

- 2.1 Statement of Purpose. The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of ~~transacting any and all lawful business for which corporations may be incorporated under the Florida Not-for-Profit Corporation Act~~ 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 therefrom and the principal thereof exclusively for charitable, ~~religious,~~ scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501©(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter exist.

2. That Article 2, paragraph 2.2, be changed to add the following underlined wording at the end of the first sentence as follows:

“...under Section 501c3 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...”

Article 4
Board of Directors

3. Article 4.1, Board of Directors. We recommend that the current “quorum of no less than 40%”, be increased or changed to “a majority.”
4. Article 4.2.1, Founding Members. We agreed to hold this discussion with the full board.
5. Article 4.2.12, Quorum and Action of the Board.
 - a. We recommend changing the current 40% quorum to a majority.
 - b. We recommend changing the wording “must be present in person” to “must be present in person or by proxy or telephonically.”
6. Article 4.2.9, Annual Meetings of the Board. We recommend changing the annual meeting date of “the first day of April of each year” to “no later than May 31st of each year.”

Article 5
Officers

7. Article 5.4, Resignation or Removal of Officers. We recommend adding the following sentence at the end: “The Board may remove, by majority vote, with or without cause, any officer without notice, and specifically, but not by way of limitation, may remove any member from office for failing to attend three consecutive meetings.” This would basically be consistent with Article 6, Committees of the Board, paragraph 6.6, Resignation or Removal of Committee Members.

CONTRACTS

Food Service Agreement

8. The only change or correction we recommend is that with respect to the first paragraph on page 1, that "D & D Educational Consulting LLC" be replaced with "New Dimensions High School Inc."
9. We are to contact the School Board and update the address and????????

Interlocal Agreement

10. No changes.

Transportation Agreement

11. No changes.