

BYLAWS
OF
THE GOVERNING BODY OF YMCA SKY Academy
(As of January 2011)

ARTICLE 1
Mission, Purpose and Authority of the Governing Body

The Board of Directors (the YMCA Metro Board") of The Young Men's Christian Association of the South County YMCA, Inc., a Florida not-for-profit corporation (the "YMCA"), has established a Board to be known as the " Academy Board," with the mission, and purpose to operate a Florida public charter school in accordance with the provisions of s.1002.33, Florida Statutes (as amended, the "Charter School Act"), to be known as the SKY Academy. The Board grants authority to the Academy Board to act as necessary and convenient for the mission, purpose and authority stated therein and herein, and to fully perform the duties of a governing body of a Florida public charter school under the Charter School Act, as provided herein. Members of the Academy Board shall be referred to as "Directors," and the Academy Board may be referred to either as such or as the "Governing Body." The Governing Board will operate in conjunction with the South County YMCA Metro Board.

ARTICLE 2
Location of School; Governing Body

The SKY Academy shall be located in Venice, Florida with a street address 701 Center Road, Venice Fl. 34285. The official mailing address of Academy will be the same.

ARTICLE 3
Purpose of School

The purpose of Academy is to operate as a Florida public charter school in accordance with the provisions of Section 1002.33 of the Florida Statutes and the charter agreement issued by Sarasota County School Board.

ARTICLE 4
Directors

Section 4.1 General Powers; Budget Limitation

Subject to the limitations of these Bylaws, the operational activities and affairs of Academy shall be conducted under the direction of the Governing Body. The Governing Body may delegate operational activities to any person(s), or committees, however composed, provided that the operational activities and affairs of Academy shall be overseen by the Governing Body. In no event shall the Governing Body incur indebtedness other than normal payables incurred in the ordinary course of business, it being an express limitation on the operations of Academy that it always operates with a balanced budget. The Governing Body shall annually prepare and submit to the YMCA Board its budget for the upcoming academic year, not later than 90 days prior to the commencement of such academic year. In addition, the Governing Body shall timely notify the YMCA Board of any anticipated budget shortfall, and shall report on its budget and variance to budget not less frequently than Monthly during each academic year. The Governing Board will repay the South County YMCA for all Investments Made developing the school as scheduled.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Governing Body shall have the following powers and duties in addition to any other powers or duties enumerated in these Bylaws:

- a. To request funding from the YMCA Metro Board to balance the Academy budget for an academic year, which upon approval by the YMCA Metro Board of Directors shall become a part of the approved budget for that academic year;
- b. To establish and create operating reserves with respect to Academy;
- c. To identify, obtain bids and acquire necessary equipment, supplies, and services for the operation of Academy, within the budget as approved by the Governing Body and presented to the YMCA Board;
- d. To hire, retain, and remove education employees and support staff, each of whom shall be employees within the budget limitations set forth herein; and to establish their compensation; however, all employees shall be employees at will;
- e. To adopt policies establishing standards of ethical conduct for teachers and administrators;
- f. To review and approve the audit report of Academy, prepared by the independent certified public accountancy firm which is the audit firm for the YMCA;
- g. To monitor a financial recovery plan, if one is required by law or charter contract;
- h. To participate in governance training;
- i. To report its progress at least annually to the YMCA Board and to the Sarasota County School Board in accordance with Florida law; and
- j. To otherwise conduct, manage and control the affairs and activities of Academy and to make such rules and regulations therefore which are not inconsistent with Florida law, or these Bylaws, as it deems best.

Section 4.3 Number, Election and Term of Directors

- a. The authorized number of Directors shall be no less than three (3) and no greater than thirteen (15).
- b. The Chief Executive Officer ("CEO") of The Young Men's Christian Association of the South County YMCA, Inc., or the CEO's designee, shall be a Director. The initial Directors who are to be elected by the YMCA Board of Directors shall be so elected at the annual meeting of the YMCA Board, or upon the first available YMCA Board meeting in the event of a vacancy. The duration of the term of each Director shall be three (3) years, and no Director shall serve more than three consecutive full terms. Subsequent Directors will be elected by the Charter School Board.
- c. The Directors shall elect from their membership a Chairperson, to serve for a term of one year.
- d. The Chairperson shall have the power to chair meetings of the Governing Body.
- e. The Secretary shall keep or cause to be kept, at the office of the Governing Body or such other place as the Governing Body may request, a book of minutes of all meetings of the Governing Body and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the office of the Governing Body, the original or a copy of these Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.

Section 4.4 Resignation and Removal

Any Director may resign effective upon giving written notice to the Governing Body. A Director or Directors may be removed with or without cause by a majority vote of the YMCA Metro Board.

Section 4.5 Vacancies

- a. A Governing Body vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.

- b. A vacancy on the Governing Body shall be filled in the same manner of selection as that used to select the Director whose office is vacant. Each Director so elected shall hold office until a successor has been appointed and qualified.

Section 4.6 Place/Notice of Meetings/Compliance with Applicable Laws

Meetings of the Governing Body may be held at the office of the Governing Body, at the office of Academy or at any other place that has been designated in the notice of the meeting by resolution of the Governing Body. Appropriate notices of the meeting complying with Florida law, both section 286.011 and Chapter 119 of the Florida Statutes shall be posted. The public, or any Director or officer of Academy, shall place any desired item on the agenda of any Governing Body meeting by notifying, in writing, no later than 5 (five) business days prior to the scheduled meeting, a description of the item to be placed in the agenda. Meetings and records shall be held in compliance with Florida law, both section 286.011 and Chapter 119 of the Florida Statutes. Notice shall also be provided to the Duval County Charter School Office.

Section 4.7 Annual Meetings

The Governing Body shall hold an annual meeting for the purposes of organization, selection of a Chairperson and a Secretary, and the transaction of other business.

Section 4.8 Quarterly Meetings

Quarterly meetings of the Governing Body shall be held on such dates and at such times and places as may be from time to time fixed and notified by the Governing Body.

Section 4.9 Special Meetings

Special meetings of the Governing Body for any purpose(s) may be called at any time by (i) the Chairperson, or (ii) a majority of the other Directors, and may be held after each Director has received at least one day's prior notice by mail, telecopy, email or telephone. Notice is deemed received when communicated; provided that if by telephone or telecopy confirmation is made that the recipient is the Director intended or is a person responsible to such Director to deliver such notices.

Section 4.10 Quorum and Voting

One half (1/2) of the authorized Directors of the authorized Directors then in the office shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Governing Body. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.11 Waiver of Notices

Notice of meeting need not be given to any Director who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the Academy records or made a part of the minutes of the meetings. However, no such waiver shall affect or excuse compliance with Florida law, both section 286.011 and Chapter 119 of the Florida Statutes.

Section 4.12 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Governing Body or subcommittee meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 4.13 Rights of Inspection

Every Director has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Academy provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to Tiger Academy's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 4.15 Fees and Compensation

Directors shall not receive compensation for their services; however, the YMCA, on behalf of Academy, shall carry liability insurance covering the Directors and officers of Academy on the conduct of Wellness Academy's business.

Section 4.16 Standard of Care

A Director shall perform all duties of a Director in good faith, in a manner such Director believes to be in the best interests of Academy and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

ARTICLE 5 EDUCATION STAFFING

The management of the educational aspects of Academy shall vest in the Governing Body, which shall recruit, hire and retain a school principal or Director of Education, or both (it being understood that a single individual may serve in both capacities), which person(s) shall be employees of the YMCA, and shall discharge such duties as the Governing Body shall assign, including matters concerning education, curriculum, teacher evaluation and hiring, retention and compensation, student conduct and safety, and school district record-keeping and reporting.

ARTICLE 6 COMMITTEES

The Chair or the Governing Body may create one or more standing or ad hoc committees or subcommittees.

ARTICLE 7 OTHER PROVISIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions under the Laws of Florida shall govern the construction of these Bylaws.

ARTICLE 8 AMENDMENTS

These bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Governing Body but shall be subject to approval by the YMCA Board and no amendment or repeal shall be effective until such approval has been obtained .

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected Chairperson of the Governing Body, and that the foregoing Bylaws constitute its Bylaws as approved by the Authorizing Resolution.

Michelle Hazeltine, Chairperson