

**The Reading Edge Academy, Inc.**  
(A Florida not-for-profit Corporation)

**By-Laws**  
**2021 – 2022**

These By-Laws are intended to cover all Charter Schools under the umbrella of Reading Edge Academy, Inc.

# **The Reading Edge Academy, Inc.**

(A Florida not-for-profit Corporation)

Amended and Restated By-Laws

These Amended and Restated By-Laws completely replace and supersede those By-Laws originally adopted in 2005.

## **Article I**

### **Name**

This corporation shall be known as The Reading Edge Academy, Inc. This includes both divisions of the corporation-Reading Edge Academy and Samsula Academy-hereinafter referred to as the “Academy.”

## **Article II**

### **Purpose**

#### **Section 2.1 – Purpose**

The Academy is organized as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, for the purpose of teaching children to read, and any other lawful, educational purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Academy will promote an increased knowledge of, and greater interest in, the art, science, and technology of education and provide a means of communication between the public and persons having an interest in the communication of facts and ideas. The Academy shall not carry on any other activities not permitted to be carried on by an organization described in Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal or state tax code.

#### **Section 2.2- Dedication of Assets**

The Corporation’s assets are irrevocably dedicated to its public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Governing Board Member or Officer of the Corporation.

## **Article III**

### **Membership**

Anyone is welcome to attend the charter schools operated by the Academy if they meet the requirement required by law, (grades K-5), there is room for them in the appropriate grade level classroom, pursuant to Florida Statute 1003.03 Maximum class size.—

(1) CLASS SIZE MAXIMUMS.—Each year, on or before the October student membership survey, the following class size maximums shall be satisfied:

(a) The maximum number of students assigned to each teacher who is teaching core-curricula courses in public school classrooms for prekindergarten through grade 3 may not exceed 18 students.

(b) The maximum number of students assigned to each teacher who is teaching core-curricula courses in public school classrooms for grades 4 through 8 may not exceed 22 students, on class size and they meet any other legal and contractual requirements the Academy must follow. They and their parents or guardians are free to attend any meeting of the Governing Board, the authorized body to conduct business for the Corporation.

## **Article IV Governing Board**

### **Section 4.1- Purpose**

The Governing Board shall act in all matters for the Academy. It shall perform in a manner like a public education school board and abide by any laws, statutes, or charter regulations that cover the business of the Academy. Each member must have a background check and substance screening prior to taking a seat on the Board. In addition, each new Board member must complete the approved Governing Board training course used by this Board within 30 days after election to the Board and refresher Governing Board training courses as required by law.

### **Section 4.2 – Duties of the Governing Board regarding operation of the Academy**

- Select the Principal of the Academy
- Ratify staffing recommendations as to the hiring and dismissing of any staff
- Review and approve the budget prepared by the principal
- Approve the selection of an auditor
- Approve all purchases over the amount of \$5,000
- Oversee the Board policy guidelines of the curriculum and charter agreement
- Communicate with school administration any concerns, personal or from a parent, staff member, student, or public
- Make the final decision as to a recommendation of expulsion of any student to the Volusia County School Board
- Establish a Financial Committee including the Treasurer of the Governing Board, School Leader, and School Financial Officer
- Establish an Academic Accountability Committee including the Vice Chairperson and the Assistant Principals of each Division
- Ratify the development of, and any changes in documents such as:
  - The By-Laws of the Corporation
  - The Student Code of Conduct
  - Management/organization of the Academy
  - Oversee compliance with the Florida law with respect to student admission
  - Approve all policies adopted by the Board in the Personnel Policy Handbook

### **Section 4.3- Term of Office and Voting Membership of the Governing Board**

The Governing Board shall consist of at least five persons all of whom shall have voting privileges. In accordance with Florida Statute s. 1002.33 (26) (c), Governing Board members may not be employees of the Academy.

The Governing Board may vote to increase membership at the beginning of a new term for Board members usually at the May meeting. Members shall be elected for three-year terms and may run for re-election under the same procedures as a new member applicant.

**Section 4.4- Resignation or Removal of Governing Board Members**

A Board member may resign from membership at any time by submission of a written resignation to the Chairperson. That person’s resignation shall be effective immediately, and their service shall be acknowledged at the next meeting.

If a Board member shall be absent from regular monthly meetings for a period of at least three months, consecutive or not, the Board will review the causes of the absences and may by simple majority, vote to remove that person from membership. In case of a Board member who is deemed by the Board to be detrimental to the goals of the Academy, the Board may vote to dismiss that member. Any Board member may submit a name for action for consideration of dismissal by making a motion to do so at a Board meeting and stating the reason. Said motion must be seconded. The Chairperson will place the topic on the agenda for the next meeting and will send a notice to the member whose name was submitted if they were not present at the Governing Board meeting in which the motion was made. In compliance with the Florida Sunshine Law, no communication about the proposed removal will take place outside of a Board meeting. At the meeting during which the proposed removal is considered, the member in question may have time, not to exceed 10 minutes, in which to present an explanation of the behavior or absences in question and make any other statements pertinent to the topic vote.

**Section 4.5- Replacement of Governing Board Members**

If a Governing Board member dies, resigns, or is removed prior to the expiration of that member’s term, a new member shall be elected by the Governing Board to resume the term of said member. A date for the election of a new Board member shall be set at the next meeting. Any Governing Board member may make a nomination from the floor which shall be seconded. The nominee(s) must submit a letter of qualification, desire, and agreement to serve on the Board.

**Section 4.6- Remuneration**

No member of the Governing Board shall receive remuneration for service on the Governing Board. At the request of the Board Member, expenses for travel, lodging, meals, and incidental expenses incurred when attending extraordinary Governing Board meetings or other events may be partially or wholly reimbursed at the discretion of the Governing Board.

**Article V  
Board Meetings**

**Section 5.1- Meetings**

The Governing Board shall hold business meetings on the third Tuesday of each month at 6 p.m. except when the Board votes to change the date or time to meet. A minimum of ten meetings shall be held each year. All meetings shall be open to the public. Prior public notice shall be provided, and minutes will be taken for all meetings as required by the “Government in the Sunshine” legislation.

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The Chairperson of the Board may call additional meetings when immediate action is required. In extreme cases, a phone or an electronic meeting may be conducted, with the approval of at least two Board members, one of which is to be an officer to expedite the business of the Board.

### **Section 5.2- Agenda**

The business meetings of the Board shall include the following items in the order in which they appear:

- Call to Order
- Pledge of Allegiance to the Flag of the United States of America
- Introduction of Board Members
- Public input and participation, limited to three minutes each except by special permission
- Approval of Previous Minutes
- Financial Report submitted for approval
- Assistant Principals' report on academic accountability for each grade level; as well as monthly events at the school
- Principal's Report
- Items of Old Business
- Items of New Business
- Additional Time for Public Input, if needed
- Time and place of next Board meeting
- Adjournment by Chairperson

The foregoing items shall be listed on an agenda for each Governing Board meeting.

### **Section 5.3- Quorum**

Voting Members, or a majority of the Governing Board shall constitute a quorum for any Governing Board meeting. Each member shall have one vote and all motions put to a vote shall carry by simple majority.

### **Section 5.4- Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the Academy in all cases to which they are applicable and in which they are not consistent with these By-Laws or with the Articles of Incorporation, or with any special rules of order the Academy may adopt.

## **Article VI Election of Board Members**

### **Section 6.1- Time and Frequency of Elections**

Elections of members to the Governing Board shall be held once a year at the May meeting.

### **Section 6.2- Application to become a Board Member**

Applications from persons interested in becoming a Governing Board Member will be submitted to the Chairperson or designee prior to the April meeting. The Chairperson or designee shall send electronic copies or shall have copies made and available to the Board for the April meeting.

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The application or letter of interest is to consist of the following:

- The applicant's name, address, phone number, and academic background.
- A statement of agreement with the Academy's Mission Statement.
- Brief statement as to the interest of becoming a Board Member; and any expertise the applicant can bring to the Academy in the following areas: Community Standing, Community Service, Special Skills, and any other areas that will benefit the Academy.

### **Section 6.3-Process of Election**

All applicants must attend the April Governing Board meeting to be interviewed by the current Board members

At the May meeting, during New Business, the applicants' names will be submitted to the Board. Following discussion, the Governing Board members will vote.

Any applicant who receives a positive majority vote will become a member of the Governing Board.

The newly elected Board Member(s) will take their position at the end of the meeting.

## **Article VII Election and Duties of Officers**

### **Section 7.1- Term and Frequency of Elections**

New Officers shall be elected at the June meeting by a majority of the vote, for a term of one year. There is no limitation on the total number of terms an individual may serve as an Officer.

### **Section 7.2- Eligibility Requirements**

Any Board Member in good standing, that has been a member of the Board for at least 3 months may be nominated for an office. The member nominated must agree to stand for election to that office. NO Officer shall receive compensation for his or her service.

### **Section 7.3- Replacement of Officers During the Year**

In the event of the permanent absence, resignation, or incapacity of the Chairperson of the Board, the Vice Chairperson shall assume the duties of the Chairperson. Any other vacancy in the Governing Board, including the Vice Chairperson shall be filled as soon as possible by the Board. In no event shall the tenure of the replacement exceed the current term.

### **Section 7.4- Duties of Officers**

#### **Chairperson**

- The Chairperson assumes responsibility for the overall functioning of the board. He/she facilitates board meetings and works most closely with the school leadership and communicates with the school leader.

- The Chairperson of the organization operates in accordance with its' By-Laws
- Develops board meeting agendas in partnership with the school leader.
- Participates in regularly scheduled check-ins with the school leader to discuss any pertinent issues.
- Guides the board through the process of hiring, evaluating, and supporting the school leader!
- Serves as the main point of contact with the sponsor.
- Ensures all board actions and board members meet and understand legal and ethical compliance standards.

### **Vice Chairperson**

- The Vice Chairperson shall, in the absence, disability, or inability of the Chairperson, perform the duties and exercise the powers of the Chairperson.
- Understands the responsibilities and duties of the board chair and is ready and prepared to stand in for the board chair as needed.
- Actively recruits new board members, and helps to retain current board members

### **Secretary**

- The Secretary of a charter school board has responsibility for communicating with board members about meetings, recording and maintaining minutes of all meetings.
- Keeping all board records and important documents and upholding legal compliance in matters. He or she also maintains legal and other organizational records for the charter school, such as charter school by-laws and the charter agreement.
- The Secretary is responsible for ensuring that accurate documentation exists to meet legal requirements and for the sponsor “to determine when, how, and by whom the board's business was conducted
- Keeps accurate minutes for each board meeting and sharing minutes with the board in a timely manner,
- Ensures that minutes are approved by the board in a recorded vote
- Assumes responsibilities of the chair in the absence of the board chair and vice chair
- Provides notice of board and committee meetings to all board members

### **Treasurer**

- The Treasurer shall provide direction and oversight for the financial management of the Academy.
- He/she shall be responsible for ensuring that timely and meaningful financial reports are presented to the Governing Board
- The Treasurer shall coordinate with the principal and designated Academy financial personnel for the development of an annual budget and ensure the budget is presented to the Board in a timely manner
- The Treasurer shall oversee, monitor, and adhere to the development and Governing Board review of the Academy's financial policies and procedures adopted by the Board.

## **Article VIII Financial Responsibility**

### **Section 8.1-Collection of Funds /Disbursements**

All funds received by the Divisions of the Academy shall be deposited into their corresponding school accounts. Two staff members, one of whom is the principal of the Academy, will be appointed to sign checks. Purchases for any Division of the Academy totaling \$5,000 or more must have Board approval.

### **Section 8.2- Books of Account**

The collection and disbursement of funds shall be recorded and reviewed in the manner required by the Governing Board, the School Board of Volusia County, and Florida State Laws and Statutes.

### **Section 8.3- Financial Reports**

Financial reports shall be made available and reported to the Governing Board monthly. The annual accounting of the funds shall be made in the manner prescribed by Florida Law and Florida Statute s. 218.391. All financial reports shall be made available to the public upon request.

### **Section 8.4- Financial Planning**

The Governing Board shall approve the Academy's budgets for each Division for the coming year in the timeframe required by the Volusia County School Board, to ensure the Academy's continuing ability to meet the obligations during the year. The Governing Board shall also approve amendments to the budget throughout the year, as needed, to reflect changes to revenues and expenditures.

### **Section 8.5- Dissolution of the Academy**

Upon the dissolution and winding up of the Reading Edge Academy, Inc., after paying or adequately providing for the debts and obligations, the remaining assets, all property and improvements, furnishings, and equipment purchased with public funds shall be peacefully delivered to the School Board of Volusia County and automatically revert to full ownership by the School Board of Volusia County.

## **Article IX Management**

### **Section 9.1- Management by the Governing Board**

The affairs of the Academy shall be managed by the Governing Board in accordance with the Mission, Vision and Guiding Principles set forth in the Charter contracts for each of the Divisions and applicable law.

### **Section 9.2- Duties of the Principal**

The principal shall be responsible for the day-to-day operation of each Division of the Academy, including recommendations to the Board for the hiring/releasing of staff, student suspension, and all other duties necessary for effective school operations.

**Article X  
Indemnification**

Every member of the Board, as defined in these By-Laws, every member or employee of The Reading Edge Academy, Inc., or any other agent of the Academy, and the School Board of Volusia County, its members or employees, shall be indemnified by the Academy against all liabilities, costs, and expenses, including counsel fees incurred by or imposed upon, such a representative, in connection with any proceeding of any kind in which that representative may be made a party, or in which there may be involvement in any way, by reason of being or having been a representative of the Academy is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The Board shall have the power to determine whether the representative of the Academy has met the standard of indemnification set forth herein and to grant or deny the application, this right of indemnification shall be in addition to, and not exclusive of all other rights to which such member, officer, or employee may be entitled.

**Article XI  
Website**

The Academy will maintain a website for each Division. Said website(s) will contain, at a minimum, the following information.

- Governing Board Officers name and email address
- Each Divisions' budgets and annual financial audit
- Governing Board Minutes from the Meeting
- Dates, time, and place of upcoming Governing Board meetings

**Article XII  
Amendments to the By-Laws**

Amendments to the By-Laws may be proposed to the Governing Board by any member at a Governing Board. The amendments must be seconded by another Board Member. The amendments to the by-Laws shall be accepted by a majority vote.

These are the amended By-Laws of this Academy as adopted by a majority vote of the Governing Board members at a meeting of the Governing Board of the Academy duly noted and held on October 19, 2021.

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Mike Caldwell, Chairperson

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Arlene Lowery, Secretary