

PREAMBLE TO THE CODE

1. The mission of South Tech Charter Academy, Inc. is to provide each student with rigorous and relevant instruction, meeting individual career goals, enabling students to be successful in a diverse and changing workforce, and benefiting the community through the efforts of a highly skilled and dedicated staff in an environment uniquely suited to student success.
2. The business community demands a graduating high school population prepared to enter the workforce. The traditional high school fails to produce that product, and the focus in such schools is college preparation. South Tech Charter Academy, Inc., however, will concentrate on the development of students ready to enter the workforce immediately following graduation, into high wage, high demand employment without compromising a comprehensive academic education and the cultivation of productive citizenship.

The foundation of the program is career preparation. Academics provide the structure, and citizenship skills provide the mortar that connects and stabilizes the entire process. Fulfillment of this philosophy is the cornerstone that inspires students and staff members on a daily basis. Continuously woven throughout the proposed program for this charter school are the three strands of career preparation, academics, and citizenship.

Authority: 231.57(6)(a)(1) FS
Implemented: 231.57 FS
Reference: Palm Beach School District Policy 0.00
History: New: 7/01/2004; Revised 7/07/2005

GOVERNING BOARD

The By-laws of SouthTech Charter Academy, Inc. specify that the Governing Board of SouthTech Charter Academy, Inc. be no less than nine (9) members and no more than fifteen members (15). These limits may be changed by revising the By-laws. The By-laws also specify that members are elected for a period of three (3) years, with one-third of the members elected each year. There are no term limits specified, except for the positions of Chairperson and Vice-Chair.

To accomplish staggered terms, The Founding Board established terms defined below at it's meeting of October 16, 2003. Board members elected subsequent to that meeting assume the term of the Board member they replaced.

BOARD MEMBER		TERM ENDS
James Notter	Chair	September 30, 2019
Aram Bloom	Vice Chair	September 30, 2017
Dan Heller	Treasurer	September 30, 2017
Donna Baize	Secretary	September 30, 2018

Robert M. Kesten		September 30, 2019
Carl McKoy		September 30, 2017
Roger Dunson		September 30, 2018
Nancy Ernst		September 30, 2019
Russ Feldman		September 30, 2018
Diane Heinz		September 30, 2018
Vacant		September 30, 2019
Vacant		September 30, 2018
Vacant		September 30, 2017
Vacant		September 30, 2017
Vacant		September 30, 2019

Authority: By-laws of SouthTech Charter Academy, Inc.

History: New: 11/18/2004, Revised: 04/07/05, 04/21/05, 07/07/05, 9/22/05, 12/01/05, 01/12/06, 02/02/06, 03/02/06, 09/21/06, 11/02/2006, 12/11/2006, 04/12/07,07/12/07, 09/20/2007, 09/25/08, 12/11/08, 04/06/09, 07/01/09, 9/3/09, 9/24/09, 12/10/09, 4/08/2010, 5/13/2010, 7/01/2010, 9/23/2010, 10/15/10, 11/11/10, 1/13/11, 3/10/11, 4/14/11, 6/09/11, 08/11/11, 09/22/11, 10/13/11; 03/08/12; 05/10/12; 09/27/12; 12/13/12; 10/10/13; 04/10/14; 6/26/14; 10/09/14; 07/31/15; 08/13/15; 09/17/15, 09/15/16

GOVERNING BOARD MEETINGS

1. All meetings of the Board shall be open to the public except those meetings exempted under the Florida Sunshine Statutes and the Public Employees Relations Act. The Governing Board of South Tech Charter Academy, Inc. invites the advice and counsel of the people within the geographical area it serves, including by means of public comment at the Board's regular, special, and workshop meetings which are open to the public.
2. All regular Board meetings shall begin at 7:00PM. The date and time of regular meetings will be determined at its organizational meeting in July. Special meetings may be called for any location as provided by Florida statutes, within the County by the Academy President or Management Company Representative upon forty-eight (48) hours notice. Special meetings may be called by: the Academy President or Management Company Representative, Board Chair, or Board, pursuant to the procedure set forth in 230.16 Fla. Stat.
3. Workshop and special meetings conducted by the Board shall begin at times designated by the Board, Board Chair, or President or Management Company Representative or Management Company Representative. The purpose of the workshop meeting shall be to acquaint the Board with background information prior to regular and special Board meetings. No Board votes will be taken at a workshop. The purpose of special meetings includes dealing with:
 - a. Important matters arising between regular meetings, which require urgent action;
 - b. Specific matters of business not being raised at the Board's regular meeting;
 - c. Emergencies; or
 - d. Other matters as decided by the President or Management Company Representative, or as decided by Board Chair, or majority of the Board, in the event the President or Management Company Representative should decline to call a special meeting when requested to do so by the Chair or majority of the Board pursuant to 230.16 FS.
4. All Governing Board meetings shall be conducted in accordance with Robert's Rules of Order, the Governing Board's special rules of order, this policy, and the Florida statutes, including the Florida Administrative Procedure Act. Where there is a conflict, this policy or the Board's special rules shall apply. The Board may suspend the rules within this policy for a particular meeting by a two-thirds (2/3) vote of those members present.
5. All items to be considered at regular Governing Board meetings shall be submitted to the President or Management Company Representative's office for inclusion on the agenda not later than 2:00PM nine (9) working days prior to the meeting at which consideration is desired. After the agenda has been published and distributed pursuant to law, items may only be added for good cause, which may be reflected in the Board report and/or discussion at the meeting, and notification of such change shall be at the earliest practicable time.
6. Persons desiring to speak before the Board may call or write to the President or Management Company Representative's office prior to 12:00PM the day of the Board meeting to advise of their intent to address the Board, and, if applicable, the particular agenda item to which they wish to speak. The President or Management Company Representative shall provide a list of persons who called or wrote to address the Board, as well as, if applicable, the particular agenda item they wish to address. Anyone else who desires to speak before the Board shall complete a card and provide the card to the Secretary before the meeting begins. Speakers may address the Board no longer than three (3) minutes on agenda or non-agenda items at the appropriate time. Public comments at special meetings and workshops shall be limited to agenda items for that meeting. The Board may vote to limit time to a lesser amount due to the volume of speakers.
7. If a Governing Board member requests that a member of the audience address the Board, the Chairman will poll the Board and consensus will prevail.

GOVERNING BOARD MEETINGS

8. A unanimous vote will be considered if all members audibly vote “yes” or if they remain silent, it will mean consent. However if a member votes “no”, it will then be considered a split vote, and the minutes will record the name of each member and how he/she voted on the question.
9. The official minutes of the Governing Board shall be taken and recorded as required by Florida’s public meetings and public records statutes and FS 230.23(1)(a)&(b), and shall be kept in a safe place by the President or Management Company Representative and made available to any citizen desiring to examine the minutes during hours the office is open.
 - a. Minutes of regular and special Board meetings shall record only the date, starting and ending times, Board members in attendance, presenters, conclusion of discussion items, motions, resolutions, and necessary information related thereto, the name of any person making a motion, or submitting a resolution, and the vote thereon. If any member of the Governing Board or President or Management Company Representative wishes any of that person’s statements recorded, the Board member or President or Management Company Representative may request during the meeting that such statement become part of the official minutes.
 - b. Minutes of Governing Board workshop sessions shall indicate the date, starting and ending time, attending participants, and subject(s) presented and discussed. These minutes shall clearly indicate that no official actions were taken by the Board during this session, and that audio tapes are maintained by the Board office for the official record of these proceedings.
10. The order of regular and special meetings shall follow the format shown below:

MEETING AGENDA

1. Call to Order
2. Pledge of Allegiance
3. Roll Call - Board Secretary – Confirm Quorum Present
4. Open Meeting Act Statement

The Governing Board will provide reasonable public notice of the date, time, and place of its meetings and will maintain detailed minutes of its meetings that shall be regularly scheduled. Such meetings will be open to the public, and the minutes shall be available for public review. Meetings of the Governing Board shall be open to the media and public and comply with Fla. Stat. 286.011, unless the law requires confidentiality.

5. Public Presentation
6. Approval of Minutes of Last Meeting
7. Treasurer’s/Financial Report – Current Monthly Bank Reconciliation and Disbursement Report
8. Reports
 - a. Academy President or Management Company Representative

GOVERNING BOARD MEETINGS

b. Committees

Policy Personnel, Business Partners/Government, SAC, Building Fund,
Public Relations

9. Public Comments on Agenda Items – Five (5) Minutes Maximum Each Person

10. Introduction of Consent Agenda – President or Management Company Representative

Old Business	Administrative Items (A)	Personnel Items (B)
Financial Items (C)	Emergency Items (E)	

11. Poll Board for Items to be Pulled for Comment or Questions

12. Approval of Consent Agenda Except for Items Pulled

13. Approval of Each Pulled Item (Item-by Item) – Introduction by President or Management Company Representative

14. Public Comments on non Agenda Items – Five (5) Minutes Maximum Each Person

15. Board Comments

16 Motion to Adjourn

11. In both regular and special meetings, the Board may utilize a consent agenda to increase the efficiency of approving large numbers of routine or non-controversial items. Except for any item that a Governing Board member pulls from the consent agenda, all items on the consent agenda may be approved in gross and without debate and amendment. Any consent agenda item containing expenditures must be voted by roll call vote.
12. The order of special meetings shall be as required by Florida law and, if specified on the agenda, may include a consent agenda, which shall be called up and later approved before any consent agenda items are discussed.
13. The consent agenda of either a regular or special meeting may include proposed policy development items unless, after publication of the adoption notice, an affected person has specifically requested public discussion of the proposed rule pursuant to the hearing request provisions of FS 120.54(3).
14. Meetings on expulsions are exempted from Florida's Government in the Sunshine Law, unless properly waived. Such recommendations for expulsion are done at special meetings of the Board, which are not open to the public.
15. Board members may participate and vote by the use of electronic media technology to allow an absent member of the Board to attend the meeting in those instances where a Board member is confined to home or hospital due to illness or accident, or when an immediate member of the family is seriously ill or has died, or when work related schedule conflicts prevent Board member meeting attendance. Board members on vacation may not vote. Any absence will require a vote by the majority of the Board to allow the member to vote. Board Members with three (3) UNEXCUSED absences per year (July 1 to June 30) from REGULAR BOARD MEETINGS shall be subject to removal from the Board upon a vote of the majority of Board members.

GOVERNING BOARD MEETINGS

- a. Board members wishing to vote in absentia as a result of an excused absence, must notify the President or Management Company Representative's office by 2:00PM of the day of the Board meeting stating the reason for their absence.
- b. Board members voting via e-mail or fax must certify they have read the agenda item(s) on which they are voting, and have a knowledgeable understanding of the item(s). The e-mail or fax will be included in Board minutes.
- c. Board members voting by telephone or cell phone must certify in writing, via letter e-mail or fax, within seventy-two (72) hours that they have read the agenda item(s) and have a knowledgeable understanding of the item(s). This document will be included in the Board minutes.

Authority: FS 230.17; 230.22(1); 230.23(22); 230.23005(10)

Implemented: FS 120.525; 120.569; 120.57; 120.81(1)(f)(i); 230.15; 230.16; 230.23005(6)(10); 230.23(1)(a)(b); 230.23(6)(c); 230.33(2)

Attorney General Opinion: 93.03

Reference: Palm Beach School District Policy 1.03

History: New: 5/20/2004

Revised: 6/17/2004, 7/01/2004, 3/03/2005, 4/14/05, 7/07/2005, 03/11/2010

STRATEGIC PLAN

1. A strategic Plan for Education which contains a mission statement, strategic objectives, strategic policies, strategies (goals), and action plans will be developed by educators and community members as appropriate.
2. After review and input from the Governing Board, the Mission, Objectives, Policies, and Strategies of the Strategic Plan will be adopted at a regularly scheduled Governing Board meeting.
3. An annual update of the Strategic Plan will occur as warranted by internal or external conditions to ensure that the Strategic Plan is adjusted to reflect both current and future needs and mandates. The updated Plan must be adopted by the Governing Board at a regular meeting.
4. The Strategic Plan will be used by the Governing Board and Academy President or Management Company Representative as a guide for educational, financial, and managerial decision-making.
5. The Strategic Plan will be included in the Governing Board Policy handbook.
6. Under conditions of resource constraints, the President or Management Company Representative will be responsible for recommending priority goals from the Strategic Plan to the Governing Board.

Authority: 120.53; 230.22 FS

Implemented: 229.555; 229.58; 230.23; 236.02 FS

Reference: Palm Beach School District Policy 1.06

History: New: 7/01/2004; Revised: 7/07/2005

AUDIT COMMITTEE

1. The Finance Committee appointed by the Chairman shall be the Audit Committee.
2. The Audit Committee will view the budget as the South Tech Charter Academy, Inc. Financial Plan and approval by the Governing Board will be authority for the Academy President or Management Company Representative to manage South Tech's finances according to the Plan without seeking further approval of the Board. The Governing Board must be informed by the President or Management Company Representative of the ongoing status of the Plan, and will not make expenditures outside the Plan without seeking Board approval to amend the budget. Such recommendations can be for contracts not included in the budget, or a major expenditure proposal not included in the approved budget.
3. The Audit Committee shall be under the same rules and regulations as appear in Section 4.1, of the By-laws and South Tech Charter Academy, Inc. Board Policy 1.051.

Authority: South Tech Charter Academy, Inc. By-laws, Section 4.1

Implemented: South Tech Charter Academy, Inc. By-laws, Section 4.1

History: New: 7/01/2004; Revised: 7/07/2005, 3/11/2010

INTERNAL AUDIT FUNCTION

1. Purpose:

- a. It is the express interest of the Governing Board and President or Management Company Representative of the Academy to promote fiscal responsibility and accountability for the operations of the Academy. The internal audit function shall be considered an integral element in achieving these goals, with a view of assisting the Governing Board and Academy management in carrying out their responsibilities relating to fiscal policies, internal controls, and management reporting policies.
- b. Internal audit will serve an independent appraisal function within the Academy to examine and evaluate its activities, including the adequacy and effectiveness of the Academy's system of internal controls and quality of performance. Internal audit will provide analyses, appraisals, recommendations, counsel, and information concerning activities reviewed. The Governing Board and school management will be notified of any problem areas. The Auditor will advise individual Board members periodically of significant findings identified during audits before release of the report.

2. Organization of Internal Audit Functions:

- a. To promote independence and objectivity of the audit function, the auditor shall report to, and be evaluated by the Governing Board pursuant to Florida Statute 1002.42(10)(1) with input from the Audit Committee in accordance with South Tech Academy, Inc. Policy 1.05.
- b. The Audit Committee is governed by Policy 1.05. It shall promote independence in the internal audit function and advise on ensuring broad audit coverage, adequate consideration of audit reports, and appropriate action on audit recommendations.

3. Authority:

To properly carry out its responsibilities, internal audit shall reasonably be granted:

- a. The authority to conduct performance and financial audits of all departments, offices, activities, and programs under control of the Governing Board, and expenditures incurred by the Academy.
- b. Complete and unrestricted access to all Academy records, documents, and facilities, or other assets owned or borrowed, or used by the Academy, which includes information regarding vendors, as deemed necessary in performing audit activities.
- c. The authority to request reasonable assistance from appropriate personnel in locating assets and obtaining records and documents.
- d. Unrestricted interview privileges, both written and oral, with all Academy management and employees. The Auditor may also obtain information from vendors when such information is needed while conducting an audit.

4. Responsibility and Scope of Activities:

Types of audits to be performed by internal audit shall include, but not be limited to: performance, economy and efficiency, program and financial-related audits as defined by the **Government Audits Standards**.

INTERNAL AUDIT FUNCTION

5. Auditing and Reporting Procedures:

- a. Internal audit will conduct its affairs in accordance with this policy, any policy required by the Audit Committee, the Government Auditing Standards, and the Audit Manual, which is incorporated by reference herein and made apart of this policy, provided nothing in the Manual shall be interpreted as being contrary to state or federal law. The Audit Manual shall be filed with the Academy President or Management Company Representative's office.
- b. During the course of audit work, the Auditor and his staff shall be alert to any indications of fraud, abuse, or illegal acts. The Auditor should consult with the Academy attorney where instances of apparent malfeasance occur.
- c. Before issuing a final written report, the Auditor will place it on the agenda for the next available Audit Committee meeting prior to submitting the final report to the Governing Board.
- d. Pursuant to 119.07(3)(y), Fla. Stat. And Ch. 95-399 2, Laws of Fla., work papers, notes, and preliminary or draft audit reports shall be held confidential and exempt from public-records disclosure until the audit is completed by submission of the final draft to the Governing Board.
- e. To enhance the independence, objectivity, and effectiveness of the auditing process, the final report shall be submitted to all members of the Governing Board, the Academy President or Management Company Representative and affected department heads. After submission of the final report to the Governing Board, audit reports will be available to members of the press and general public upon request.
- f. The Auditor may request periodic status reports from audited departments regarding corrective action taken to correct reported deficiencies or implement audit recommendations.

Authority: 101.41(2), 1001.42(22), 1002.33(9)(g)(i) FS

Implemented: 119.07(3)(y); 1001.41; 1001.42(10)(l); 286.11, 1002.33(9)(g)(i) FS

Reference: Palm Beach School District Policy 1.092; Government Auditing Standards, General Accounting Office, US Comptroller of the Treasury

History: New: 7/01/2004; Revised: 7/07/2005, 3/11/2010

South Tech Charter Academy, Inc. Board Policy 1.011

RESPONSIBILITIES OF THE CHARTER SCHOOL GOVERNING BOARD

1. The Governing Board is empowered to determine policies necessary for effective operation and general improvement of the school. Situation(s) that arise for which no applicable Governing Board Policy exists shall utilize the Sponsor's corresponding Board Policy(ies), and those policies shall serve as Governing Board adopted policies until such time as appropriate policies are developed and approved by the Governing Board. The Governing Board shall limit its action to establishing policy and fulfilling the requirements of, and exercising authority, under the appropriate Florida Statutes and State Board of Education rules.
2. Board members have authority only when the Board is meeting in official session and a quorum is present. The Governing Board shall not be bound in any way, by any statement, or by any action on the part of any individual Board member or employee except to the extent that the statement or action is in compliance with the action of the Governing Board. The governing Board may designate one or more Board members to represent the Board's position at specified occasions and/by consensus or vote upon a duly made motion on particular issues.
3. Under Florida Statutes, Governing Board members serve as representatives of the South Tech Academy. When speaking before individuals or groups, unless designated by the Board to speak on its behalf, individual Governing Board members are to declare that they are expressing their own personal views on which there is no adopted Board position, or are describing Board discussion on items not yet approved. If the Governing Board, in a prior public session, has approved a policy, agenda item, or statement of position on the issue or topic being discussed, then individual Board members may notify their audience of the Board approved position or action.
4. Governing Board members are encouraged to visit all departments and areas of the Academy in order to be better informed concerning all phase of the Charter School.
5. Any request for data or other information from a Governing Board member on topics, other than Board agenda items, which requires significant staff work to prepare, should have the concurrence by vote or consensus of a majority of Board members before staff time is expended.
Authority: 230.22(2) FS; 1002.33(9)(k)

Implementation: 230.22; 1002.33(9)(k), FS

Reference Palm Beach School District Policy 1.011

History: New 7/01/2004; Revised: 7/07/2005; Revised: 12/11/08

DUTIES OF THE SOUTH TECH CHARTER ACADEMY, INC. GOVERNING BOARD

1. A Board policy shall be developed by a committee appointed by the Chairman. Said policy must be approved by a majority of the Board. Parts of the policy may be voted on separately, if desired by a Board member.
2. Board policy should include members rights; i.e., to receive written notice of Board meetings at least three days prior to such meeting; examine South Tech's books, records, meeting minutes, financial statements and contracts; place items on the Board meeting agenda at the appropriate time.
3. The Governing Board delegates to the Academy President or Management Company Representative, responsibility for policy interpretation to the staff and public, rule making, and issuance of procedural directives and guides not specifically covered by the Board Policy Manual. Such interpretations, rules, and directives have the force of Board regulation unless and until superceded by Board action.
4. Subject to the restrictions set forth in Florida Statutes 768.13555 and 617.0834 and other rules and regulations, the South Tech Charter Academy, Inc. Board is both responsible and liable for South Tech, and the laws require Board members to follow the rule of the reasonably prudent person and the principle of good faith.
 - a. Reasonably prudent means that the Board will not mismanage South Tech Charter Academy, Inc. by deviating from fundamental management principles, such as careful planning for the future of South Tech, reviewing the financial status of South Tech, monitoring compliance with Board policies; or fail to govern by utilizing all control systems to govern South Tech. The Board will not be involved in self-dealing that provides personal gain to Board members.
 - b. Good faith means that Board members will:
 1. Attend all Board meetings and related committee meetings.
 2. Read and understand Board policies and By-Laws.
 3. Pay attention to corporate affairs and keep informed about organization activities.
 4. Ensure that South Tech is in compliance with legal requirements.
 5. Avoid self-dealing.
5. Ethics
 - a. Board members will adhere to the Code of Ethics attached to this policy.
6. The President or Management Company Representative shall be directed to assemble an annual report in accordance with the South Tech Charters Academy, Inc. Charter.

Authority: 1002.33(9) F; South Tech Charter, Part vi, Section 31,
Code of Taxpayer Bill of rights 2, PL 104-68(110 Stat. 1452), Sec.4958

Implemented: 1002.33(9) F; South Tech Charter, Part vi, Section 31
Code of Taxpayer Bill of rights 2, PL 104-68(110 Stat. 1452), Sec.4958

History: New: 7/01/2004; Revised 7/07/2005, 09/07/2006, 06/04/09, 3/11/2010,
12/13/12

DUTIES OF THE SOUTH TECH CHARTER ACADEMY, INC. GOVERNING BOARD

SOUTH TECH CHARTER ACADEMY, INC.

**BOARD MEMBER CODE OF ETHICS
AND
BOARD SERVICE COMMITMENT PLEDGE**

Directions: As a Board member, you need to be aware that more is expected of those in leadership roles. Review the following statements. Signing this Code of Ethics solidifies your commitment to honest Board service.

As a member of South Tech Charter Academy, Inc. Governing Board, I will:

- Represent the interests of all people served by South Tech Charter Academy, Inc., and not favor special interests inside or outside of this nonprofit institution.
- Keep confidential information confidential.
- Respect and support the majority decisions of the Board.
- Approach all Board issues with an open mind, prepared to make the best decision for everyone involved.
- Do nothing to violate the trust to those who elected or appointed me to the Board, or those we serve.
- Focus my efforts on the mission of the School and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting of the full Board, or as I am delegated by the Board.
- Consider myself as a “trustee” of this Academy and do my best to ensure it is well maintained, financially secure, growing, and always operating in the best interests of those we served
- Never solicit or accept anything of value (including payment, gift, loan, reward, promise of future employment, favor) based upon any understanding that my votes, official actions or judgment would be influenced thereby.
- Never corruptly use or attempt to use my official positions to secure a special privilege, benefit or exemption for myself or someone else.
- At all times exercise a duty of loyalty to South Tech Charter Academy, Inc.

I pledge to:

1. Establish as a high priority, my attendance at all meetings of the Board.
2. Come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda, and all the background material relevant to the topics at hand.
3. Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings.

Board member signature

Date

RESPONSIBILITIES OF THE PRESIDENT OR MANAGEMENT COMPANY REPRESENTATIVE TO THE ACADEMY

1. The Academy President or Management Company Representative shall be responsible for the administration and management of the School according to the appropriate Florida statutes, State Board of Education rules, and the adopted policies of the Governing Board. The President or Management Company Representative shall keep the Governing Board informed regarding all phases of the School, and shall act in accordance with South Tech Charter Academy, Inc.'s stated purpose and in a manner which optimum results are achieved in relation to the resources of South Tech Charter Academy, Inc..
2. Supervision of instruction within the Academy is vested in the President or Management Company Representative who recommends to the Governing Board any action needed. The approval of a policy by the Governing Board is a mandate for the administration of such policy. When possible, all matters coming before the Governing Board shall first be presented to the President or Management Company Representative for inclusion in the agenda. The President or Management Company Representative shall inform departments regarding Board actions pertinent to the department.
3. The President or Management Company Representative is responsible for all business operations, including management of assets at South Tech Charter Academy, Inc.; hiring, training, promotion, discipline and termination of employees; and for the establishment and maintenance of the business organization and structure to efficiently conduct the management functions.
4. The President or Management Company Representative will provide information to the Governing Board relative to special events, trends, material internal and external changes and assumptions upon which any board policy has been previously established. The President or Management Company Representative will:
 - a. Submit monitoring data on Board policies in a timely and understandable fashion.
 - b. Marshal as many staff and external points of view as needed for Board choices.
 - c. Present all information in an understandable way and reasonable length.
 - d. The President or Management Company Representative (for the Board) shall:
 - i. Develop and recommend specific long and short term plans for South Tech Charter Academy, Inc.
 - ii. Maintain appropriate relations with the Board and its committees and keep them informed.
 - iii. Interpret trends in education, by involvement in the professional field as a whole.
 - iv. Assist in orientation and training programs for the Board.
 - e. The President or Management Company Representative (for the staff) shall:
 - i. Supervise and direct key staff.
 - ii. Evaluate key staff members.
 - iii. Provide overall direction and control for the personnel of South Tech Charter Academy, Inc. including participation in or approval of personnel actions.
 - iv. Manage volunteer staff activities.
 - f. The President or Management Company Representative (for planning) shall:
 - i. Evaluate services being provided to South Tech in relation to goals and standards, and recommend modification as appropriate.
 - ii. Recommend new programs.
 - g. The President or Management Company Representative (for finance) shall:
 - i. Prepare budgets and control these resources once approved.
 - ii. Direct all financial operations of South Tech.

South Tech Charter Academy Inc. Policy **1.013**

**RESPONSIBILITIES OF THE PRESIDENT OR MANAGEMENT COMPANY REPRESENTATIVE TO THE
ACADEMY**

Implemented: 230.03(3)(4); 230.23; 230.31; 230.32; 230.33; 231.085, FS

Reference: Palm Beach School District Policies 1.012, 1.014

History: 7/01/2004; Revised: 7/07/2005, 3/11/2010

South Tech Academy is operated under the By-Laws of South Tech Charter Academy, Inc, a not for profit Corporation, incorporated in the State of Florida. The By-laws are reproduced here so they may be subject to the same periodic review and update as other Governing Board policies.

By-Laws

SOUTH TECH CHARTER ACADEMY, INC.

SECTION ONE

General Provisions

1.1 Charter These By-laws are hereby adopted for and on behalf of South Tech Charter Academy, Inc., a Florida not-for-profit corporation (hereafter called "School"). The name and purpose of the School shall be as set forth in its Articles of Incorporation and the conversion school Charter, (to be issued by the State of Florida), as amended from time to time.

1.2 Location The principal office of the School shall initially be located at the place set forth in the Articles of Incorporation. The Directors may change the location of the principal office within the State of Florida. The Directors may establish other offices and places of business in Florida or elsewhere as permitted by the School District and by law.

1.3 Fiscal Year Except as from time to time otherwise determined by the Directors of the School, the fiscal year of the School shall be the fiscal year of the Palm Beach County School District.

SECTION TWO

Directors

2.1 Powers A Board of Directors, who are hereinafter referred to as Board Members, shall manage the affairs of the School and may exercise all its powers with respect to the School, as set forth in these By-laws.

2.2 Number The Directors annually at their annual meeting shall determine the number of directors, which shall be no less than 9 and no more than 15, and shall elect the number of Directors so determined. The Board of Directors will consist of at least one member from each of the following groups: (i) parents or guardians of school students; and (ii) members of the community including those with business, legal and financial skills if available. The Directors may, at any special or regular meeting by an affirmative vote of a majority of Directors then in office, increase the number of Directors and elect new Directors to complete the number so fixed, or they may, by a similar vote, decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. The Directors may by an affirmative vote of a majority of Directors then in office fill any vacancy or vacancies on the Board and may exercise all their powers notwithstanding any vacancy or vacancies in their number. All Directors shall hold staggered terms of office with elections three years from the time of their election and thereafter until their respective successors are chosen and qualified; provided however that one third of the initial Members be elected initially for a one year term; one-third of the Members be elected initially for a two year term, and; one-third of the Members be elected initially for a for a full three year term. The Director shall hold such office until said Director shall retire, resign, or be removed as a Director by the Board of Directors, as herein provided.

2.2.1 Parent / Guardian Representative. The parent / guardian representative(s) shall be the parent or guardian of students enrolled in the School. The parents / guardians of the students shall be encouraged to meet and to make suggestions as to nominees for Board representation. The parent / guardian representative may hold office only so long as the parent or guardian has a child properly enrolled at the School. A child shall not be properly enrolled at the School if, among other things, the child is dismissed from the School or transferred to another school. If possible, a parent guardian representative shall also be a member of the School Improvement Steering Committee.

2.2.2 Other Directors All other Directors shall be elected by the Board of Directors. Any member of the Board of Directors may make nominations for the position of Director. In its discretion, the Board of Directors may appoint a Nominating Committee pursuant to section 4.2 hereof.

2.3 Resignation and Removal Any Director may resign by delivering a written letter of resignation to the Board Chairperson or to the School at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some time later. Any Director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

SECTION THREE

Meetings

3.1 Regular Meetings All meetings of the Board of Directors shall be open to the public. Regular scheduled meetings of the Board of Directors shall be held no less than monthly at such places and times as the Board of Directors shall designate.

3.2 Special Meetings Special Meetings of the Board of Directors shall be held at such times and places as shall be designated by the Chair or upon the written request of any member of the Board of Directors. At Special Meetings, business shall be conducted in such order as from time to time the Board of Directors may determine.

3.3 Annual Meeting The Board of Directors shall meet annually at the principal office of the School, or at such place within the County of Palm Beach in the State of Florida, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held on the specific day, the Directors may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. The Board of Directors shall set the date of the annual meeting approximately 90 days after the end of each fiscal year so that financial statements of such immediately prior fiscal year may be available for review at such annual meeting.

3.4 Notice of Meetings Notice of any meeting of the Board of Directors shall be given as herein provided at least 5 days prior to such meeting unless due to an emergency situation a reasonable shorter notice period is appropriate under the circumstances. Public notice, if any, of such meetings shall be given as required by Florida law. Notice of the date, time, and place of all meetings of the Directors should be given to each Director by the Secretary or designee or by the Director calling a Special meeting. Such notice shall be given to each Director by mail, delivery service, facsimile transmission or electronic mail sent to such Director's usual or last known business or home address. Except as required by law, notice of any meeting of Directors need not be given, (i) to any Director who, either before or after the meeting, deliver a written waiver of notice, executed by the Director (or the Director's attorney thereunto authorized, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. Except as otherwise required by law, the Charter or these By-laws, a notice or waiver of notice need not

specify the purpose of any regular or special meeting unless such purpose is, (i) the amendment or repeal of any provision of the Charter or these By-laws, or (ii) the removal of a Director or an Officer.

3.5 Quorum A majority of the Directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Charter or these By-laws, or any applicable law requires a different vote.

3.6 Electronic Attendance Board members may attend Board meetings, workshops and retreats; participate at such Board meetings, workshops and retreats through the use of communications media technology, as long as a quorum of Board members are physically present at the Board meeting, workshop or retreat.

3.7 Extenuating Circumstances The absentee Board member shall notice the Chair, or Chair Designee of his/her request to participate via communications media technology based on extraordinary circumstances.

3.8 Discussion All members are invited to engage in full discussion on all matters coming before the Board of Directors during duly called meetings. Matters which are deemed to be too detailed or require extended analysis and review may be assigned by the Chair to an appropriate Committee, task force or work group to work through the details and report their deliberations to the Board of Directors at the next Board of Directors meeting, or a Special Meeting may be scheduled, or the Chair may elect to limit or bring discussion to closure within a designated time as prescribed in Roberts Rules of Order. Any member of the public who is not a member of the Board of Directors may address the Board of Directors on any agenda matter at the beginning of said agenda item during the discussion a meeting and any non agenda matter at the end of a meeting. Each non member speaker is limited to no more than five (5) minutes unless otherwise granted by the Chair or Vice Chair.

3.9 Order of Business to be Considered Any business requiring exceptional scrutiny and analysis coming before the Board of Directors for formal action may be referred to the appropriate Committee for discussion and analysis unless such business is deemed by the Chair to be of such urgency that delay would be harmful to the Board of Directors or the School. Upon completion of Committee deliberations, the Committee Chair or designee will report, as appropriate, its findings to the full Board of Directors. At the discretion of the Chair, any new business may be considered at a duly constituted and noticed Regular Meeting or Special Meeting. The Chair may designate a time certain to accommodate reasonable discussion of new business, or, may assign such business to the appropriate Committee for deliberation.

3.10 Minutes A person designated by the Board of Directors shall prepare minutes of each Regular, Special and Annual meeting stating action taken at such meeting, and shall submit them to members as expeditiously as possible for their review. Any member may propose a correction at the meeting at which the minutes are subject to approval. The minutes together with such proposed corrections shall then be submitted for approval by the Directors during such meeting.

3.11 Maintenance of Records All regular meetings of the Board of Directors may be recorded at the discretion of the Board. Written minutes of the action items at each meeting shall be public documents. The records of all meetings of the Board of Directors, the names and addresses of the Directors and Officers of the School, and the originals or attested copies of the Charter and By laws of the School shall be kept at the President or Management Company Representative's office of the School. Files containing Board of Directors minutes, correspondence, tapes, if any, and records shall be maintained at such office. Copies of documents shall be supplied in accordance with the Florida Public Records Law.

SECTION FOUR

Committees

4.1 Committees The Directors may elect or appoint such committees (which may include individuals who are not Directors) as they may from time to time determine necessary or advisable, may delegate to the

extent permitted by law, the Charter, or these By-laws, such power and duties thereto as they may deem advisable; provided, however, that any committee to which the powers of the Directors are delegated shall consist solely of Directors and provided, however, that all committees shall be chaired by a Director. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. A quorum, however, is NOT required for deliberations to continue, since any insufficiency will be rectified by reporting the committee's recommendation to the Board at which a quorum DOES need to be present for any approval or implementation of action. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors, or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors. The members of any committee shall serve on such committee at the pleasure of the Directors.

4.2 Nominating Committee In its discretion, the Board of Directors may elect a Nominating Committee at least 90 days before the annual meeting of the Board of Directors. If so elected, the Nominating Committee shall consist of three (3) Directors and two (2) individuals who are neither Directors nor officers of the School. The President or Management Company Representative of the School shall be a member of the Nominating Committee. The Nominating Committee shall, at least 30 days before the annual meeting of the Board of Directors, nominate candidates to serve as members of the Board of Directors.

4.3 Parental Involvement and Fund Raising Activities Committee In its discretion, the Board of Directors may appoint a Parental Involvement and Fund Raising Activities Committee. Such Committee shall plan and supervise all such activities and help ensure maximum participation of parents in activities of the School.

4.4 Personnel Evaluation Committee In its discretion, the Board of Directors may appoint a Personnel Evaluation Committee. Such Committee shall establish criteria for the recruitment, evaluation, and contract renewal of the employees of the School and shall determine salaries and bonuses for such employees. If the Board creates such Committee, the School President or Management Company Representative shall serve on such Committee. In addition, in its discretion, the Board of Directors may establish procedures and criteria for the evaluation of the President or Management Company Representative said criteria will be applied by the Personnel Committee during its evaluation of employees as set forth above.

4.5 Educational Policy Committee In its discretion, the Board of Directors may appoint an Educational Policy Committee. Such Committee shall review and recommend revisions to the curriculum of the school as necessary. The President or Management Company Representative and parent representatives shall serve on such Educational Policy Committee and the Directors shall annually elect at least three other Directors to serve as members of the Committee for a term of one year.

4.6 Board Advisors In its discretion, the Board of Directors may designate certain persons or groups of persons to serve as advisors to the Directors. Such persons shall serve in an honorary capacity and, except as the Directors may otherwise designate, shall in such capacity have no right to take any official action on behalf of the School or the Board of Directors.

4.7 School Improvement Steering Committee In its discretion, the Board of Directors may appoint a School Improvement Steering Committee consisting of a Director to serve as chair, another Director to serve as back-up chair, the School Principal, and such members of the community at large, teachers, education support employees, students, and parents so as to represent the demographics of the school as nearly as possible. Teachers, education support employees, students, and parents shall be elected by their peer groups and confirmed by the Governing Board.

SECTION FIVE

Officers

5.1 Chairperson and Vice-Chairperson of the Board The Directors may elect at the annual meeting a Chairperson and Vice-Chairperson of the Board of Directors. The office of Chairperson and Vice-Chairperson shall be for a term of one year. Except as otherwise provided by law, the Chairperson and Vice-Chairperson shall hold office until the next annual meeting of the Directors or the special meeting held in lieu thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in electing or appointing them. The Chairperson and Vice-Chairperson may not serve in such capacity for more than three consecutive one year terms; provided, however, that the Chairperson and Vice-Chairperson may serve additional, non-consecutive terms. The fact that an individual is currently serving as Chairperson and Vice-Chairperson shall not create any presumption that such individual shall be nominated for either such position in any subsequent year.

Duties: The Chairperson shall establish the agenda for all meetings of the Board of Directors in consultation with the President or Management Company Representative and as appropriate in the discretion of the Chairperson, with other members of the Board of Directors. The Chairperson shall preside over all meetings of the Board of Directors and shall have other powers, as the Board of Directors shall determine. The Chairperson shall serve as signatory on financial accounts and official school business. Acting as spokesperson for the Governing Board also falls under the Chairperson's duties of office. In the absence of the Chairperson at any meeting of the Board, the Vice-Chairperson shall exercise the rights and perform the functions of the Chairperson. In the absence of the Chairperson and the vice Chairperson, the Secretary shall exercise the rights and perform the functions of the Chairperson.

5.2 Vice Chair: In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chair and when so acting shall have all the powers of and subject to all restrictions upon the Chair. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be conclusive evidence of the absence or inability to act by the Chairperson at the time such action was taken. The Vice Chairperson shall perform such other duties as, from time to time, may be assigned to him/her by the Chairperson or by the Board of Directors.

5.3 Treasurer The Treasurer shall chair a finance committee composed of Board members appointed by the Board Chair, and appropriate School staff and consultants and serve as signatory on financial accounts. The committee shall meet at least monthly to review and assess the financial condition of the School. The Treasurer shall present a report on the financial condition and affairs of the School, along with any recommendations for Board action at each meeting of the Board of Directors. The Treasurer shall review all financial filings required by the School District of Palm Beach County, State of Florida, the Internal Revenue Service and any other government agency. The Treasurer shall have such other powers and duties as are usually incident to that office and may be vested in that office by these By-laws or by the Directors.

5.4 Secretary The Secretary shall maintain records of all action items at all meetings of the Directors in a book or series of books kept for that purpose. The Secretary, or designee, shall give such notices of meetings of Directors as are required by the Charter, these By-laws, or state law. No longer than five days before any meeting of the Board of Directors, the Secretary, or designee, shall distribute to the members of the Board of Directors copies of any minutes of the prior meetings of the Board of Directors that have not been approved by the Board of Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary at such meeting. The Secretary shall oversee the person designated by the Board to record the minutes of all action items taken by the Board at any meeting. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall exercise the rights and perform the functions of the Chairperson.

5.6 Other Officers Other officers shall have such duties and powers as may be designated from time to time by the Directors.

5.7 Resignation and Removal Any officer may resign by delivering a written resignation to the Chairperson or Secretary and shall be effective upon receipt, unless it is specified to be effective at some time later. The Directors may remove any officer, with or without cause, by a vote of two thirds of the Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors. Reasonable notice shall be in writing at least 14 days prior to the next Board meeting.

5.8 President or Management Company Representative The President or Management Company Representative shall be the chief executive officer of the School and, subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the School. The President or Management Company Representative shall have such other powers and duties as are usually incident to the office and as may be vested in that office by By-laws or by policy and procedures established by the Directors.

SECTION SIX

Compensation and Personal Liability

6.1 Compensation No Director shall receive any compensation for services rendered as a Director. Notwithstanding the foregoing, any Director may, be reimbursed for necessary out-of-pocket expenses, including travel expenses and expenses reasonably incurred by the Director in the performance of duties as a Director.

6.2 Personal Liability, Indemnification and Insurance Subject to the restrictions set forth in Florida Statutes 768.1355, 617.0834 and other rules and regulations, the Directors and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the School, may look only to the funds and property of the School for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School. The Board of Directors shall require that the School carry adequate Director and Officer Liability insurance in connection with the performance of their duties pursuant to the By-laws, the Charter or applicable law.

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, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her 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 or she is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her 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.

SECTION SEVEN

Conflict of Interest, Grievance

7.1 Transactions with Interested Persons The School shall not enter into any contract or transact any business in which any part of the assets or net earnings, if any, of the School shall inure to the benefit of, or be distributable to, any Director or Officer of the School, except that the School may pay reasonable compensation for services rendered or goods provided, and may make payments and distributions in furtherance of its purpose as set forth in the Charter.

7.2 Conflict of Interest The Board of Directors shall follow all applicable laws pertaining to conflicts of interest. The Chair of the Board of Directors may appoint a Committee to review and establish a separate conflict of interest policy, which will manage matters of conflict of interest coming before the Board of Directors.

7.3 Grievances The Chair of the Board of Directors may appoint a Committee to review and establish a grievance procedure policy and conflict resolution, which shall manage matters concerning disputes and grievances coming before the Board of Directors.

SECTION EIGHT

Miscellaneous Provisions

8.1 Executions of Instruments All contracts, deeds, leases, bonds, notes, checks, drafts and other instruments authorized to be executed by an officer of the School on its behalf shall be signed by the President or Management Company Representative, or designee, and Chair, or designee, of the Board of Directors except as the Directors may generally or in particular cases otherwise determine.

8.2 Governing Procedures The meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, except to the extent the provisions hereof conflict with the provisions thereof, in which event, these By-laws shall prevail.

8.3 Gifts The Chair may, upon approval of the Board of Directors, accept on behalf of the Board of Directors any contribution, gift, bequest, or device for the general purposes, or for any special purpose of the Board of Directors which is for the benefit of the School. The President or Management Company Representative may receive such gifts subject to subsequent approval of the Board of Directors.

SECTION NINE

Additional Provisions

9.1 Amendment These By-laws may be altered, amended or repealed, or new by-laws may be adopted, by an affirmative vote of a majority of Directors then in office, at an annual meeting of the Directors or special meeting of the Directors; provided, however, that notice shall be given in the notice of the meeting that an alteration, amendment or repeal of the By-laws, or that new by-laws may be adopted, is subject to a vote by the Board.

9.2 Invalidity of Provisions In the event any provision, clause, sentence, paragraph, sub-section, section or article hereof conflicts with, or is declared to be invalid or unlawful by a court of competent jurisdiction, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of these by-laws and shall be deemed stricken here from but the effect of such judgment or decree shall be confined to the clause, sentence, paragraph, subsection, section or article, and the remainder of these Bylaws shall be in full force and effect without regard to such invalid provision.

9.3 Effective Date These By-laws shall become effective as provided in 9.4 below and in their entirety immediately upon the issuance of a Charter for the School. At such time the Board of Directors shall be a Governing Board in connection with the affairs of the School as set forth herein.

9.4 Founding Board To the extent applicable, these By-laws shall also immediately serve as the By-laws of the founding board of South Tech Charter Academy, Inc., which nonprofit Florida Corporation was established to achieve conversion charter school status for South Technical Community High School, Boynton Beach, Florida pursuant to Title XLVIII of the State of Florida Statutes. Such founding board shall include those Directors set forth in the Articles of Incorporation of said corporation. Additional members of the founding board may be added by majority vote of the original Directors, provided however, the number of Directors of the founding board shall not exceed 15 nor be less than 9. The members of the founding board shall have any and all such powers as may be reasonably necessary to pursue, apply for and obtain a Charter as a conversion charter school for said South Technical Community High School pursuant to the laws of the State of Florida. It is recognized and understood that the interest and skills of the members of the founding board may not be the same as the interest and skills necessary for members of the Governing Board of Directors of the School at such time that a Charter is issued. Therefore upon the issuance of a Charter, the founding Board of Directors shall elect by majority vote a Governing Board of Directors as set forth in these By-laws.

9.5 Governing Entity It is intended that upon issuance of such Charter for the School, the subject nonprofit corporation, South Tech Charter Academy, Inc., shall be the governing entity for the School and shall have all such powers as provided in its Articles of Incorporation, these By-laws, the Charter and the laws of the State of Florida including those applicable to conversion charter schools.

9.6 Internal Revenue Code Notwithstanding anything herein to the contrary, no part of the net earnings, if any, of the subject corporation shall inure to the benefit of or be distributed to its Directors, Officers or any other person, except that this corporation shall be authorized to pay reasonable compensation for services and materials rendered. Upon dissolution of this corporation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under section 501 (c) (3) of the Internal Revenue Code, as amended, or to the Federal Government or to a State or local government, for charitable purposes, and none of the assets will be distributed to any member, Officer or Director of this corporation.

SECTION TEN

Adoption

10.1 Adoption: The By-laws as herein above stated are adopted for and on behalf of South Tech Charter Academy, Inc. a Florida not for profit corporation at a duly called meeting of its Board of Directors on August 14, 2003, and revised at a duly called meeting of its Board of Directors on February 17, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on July 7, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 22, 2005. These By-Laws were further revised at a duly called meeting of the Board of Directors on November 2, 2006. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 20, 2007. These By-Laws were further revised at a duly called Annual Meeting of the Board of Directors on September 25, 2008. These By-Laws were further revised at a duly called Annual Meeting of the Board of Directors on November 6, 2008. These By-Laws were further revised at a duly called meeting of the Board of Directors on June 4, 2009. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 23, 2010. These By-Laws were further revised at a duly called meeting of the Board of Directors on September 22, 2011. These By-Laws were further revised at a duly called meeting of the Board of Directors on October 13, 2011. These By-Laws were further revised at a duly called meeting of the Board of Directors on December 13, 2012.

PARENTAL/FAMILY INVOLVEMENT

1. Definitions – Unless the context requires otherwise, the following definitions apply to this policy:
 - a. Parent: Although involvement of a student’s mother, father, or legal guardian is the special focus of this policy, the Board recognizes that all persons concerned with the education of students should work together to meet student needs; thus, as used herein, the term “parent” refers in a broad sense to any of the caring adults who play a significant role in the care of a student enrolled in the School.
 - b. School: As used herein, the term “School” refers to South Tech Charter Academy, Inc..
2. Parental/Family Involvement: A School/Home Partnership:
 - a. The Board recognizes that among the factors necessary to improve learning are:
 - i. A sound educational program, and
 - ii. Consistent voluntary involvement of parents, and other influential adults.
 - b. The Board recognizes that parental involvement is a desirable element in effective education, and that student achievement can reach higher levels when parents, schools and the community work together in a collaborative endeavor to support student learning.
 - c. Although parents are of diverse cultures, languages, and needs, they share the desire for the educational success of their children. Hence, the programs and practices established by the School, in collaboration with parents and the community through the school improvement process, shall support family involvement and reflect the specific needs of students and their families. The School has the responsibility to involve parents, and parents have the responsibility to become involved in the School.
3. Communication: - In accordance with Fla. Stat. 230.23(15)(b), the Board encourages teachers and administrators to keep parents informed of student progress, programs, attendance, and the availability of resources for academic assistance.
4. Family-Friendly School– The school buildings should be a welcoming place, clearly accessible to parents, consistent with established security procedures and the Academy President or Management Company Representative authority under the School Code and case law. Parental access shall not interfere with the rights of students, teachers and administrators to have an orderly instructional environment.
5. National Standards for Parent/Family Involvement Programs:

The Governing Board endorses the following standards as set forth in the *National Standards for Parent/Family Involvement Programs* as adopted by the National PTA.

- a. Standard I: Communicating – The Board encourages communication between the home and school that is on-going, interactive, and reasonably accommodates all parents, including those with limited English proficiency or disabilities. Interaction with parents should be handled in a non-judgmental manner that recognizes a variety of parental styles, family structures and circumstances; as well as individual differences reflected in the values, cultures, and diversity of the student population. Regular parent/teacher dialogue is encouraged at all grade levels.
- b. Standard II: Parenting – The Board is supportive of basic adult literacy on topics such as nutrition, health, self-esteem, parent-child communication, motivation, discipline, child development, monitoring television viewing, monitoring internet usage, assisting with homework, and other topics that enable parents to be full partners in the education of their children.

PARENTAL/FAMILY INVOLVEMENT

- c. Standard III: Student Learning: - The Board endorses assisting parents to play an integral role in student learning by providing parents information on grade-level expectations and their children's progress toward proficiency, specific activities that can be done at home, and how to partner with teachers to maximize student achievement.
- d. Standard IV: Volunteering – The Board is supportive of the creation of meaningful volunteer opportunities. Parents are welcome in the School, pursuant to Board policy, and their support and assistance are sought.
- e. Standard V: School Decision Making and Advocacy – The Board encourages the involvement of parents as full partners in the decisions and practices of the School that affects children and families through the School improvement process, the School Advisory Council (SAC), PTSA and other decision making groups as appropriate.
- f. Standard VI: Collaborating with the Community – The Board supports the strengthening of school programs, family practices, and student learning through the integration of community resources and business partnerships consistent with Fla. Stat. 230.005(5). Schools and parent groups should actively recruit persons to serve as role models and mentors.

Authority: 230.22(1)(2); 230.23(22); 230.23005(5) FS

Implemented: 230.03(2); 230.22(1); 230.005(5); 231.07; 231.085(1) FS

Reference: Palm Beach School District Policy 1.015, National Standards for Parent/Family Involvement Programs issued by the National PTA (1998), ISBN 0-88109-002-6

History: New: 7/01/2004; Revised: 7/07/2005, 3/11/2010

ADVISORY COMMITTEES TO THE BOARD

1. Advisory committees may be created to advise the Board on specific matters requiring extensive study and discussion. All committees shall be appointed by the Chair and may include Governing Board members as well as non-members. Each committee shall be given a specific duty and no committees shall conflict. Instruction to each committee shall include the following:
 - a. An explicit statement of the committee's mission.
 - b. Uniform rules of parliamentary procedure, such as Robert's Rules of Order, under which the committee will conduct its meetings.
 - c. Qualifications for membership and terms of membership (i.e. temporary or continuing).
 - d. A provision permitting the board to terminate the committee before its expiration date upon recommendation of the Academy President or Management Company Representative with stated cause.
2. The committee at its first organizational meeting, select a chairperson and adopt rules which shall include meeting dates and times, attendance requirements and removal of those who exceed the amount of excused absences.
3. Advisory committee members shall serve only in a voluntary capacity. All members must reside in Palm Beach County.
4. Advisory committees should not be appointed to advise on matters requiring a decision by the Board unless adequate time is allowed for a thorough study by the committee.
5. Members of advisory committees should be representative of the community.
6. Members of advisory committees are subject to conflict of interest rules, Chapter 112 Fla. Stat.
7. All advisory committee meetings shall be subject to the open meetings provision of 286.011 F.S. All papers maintained by committee members are subject to full disclosure required by Chap.119 F. S.
8. All Board members should be encouraged to attend various committee meetings at their convenience.
9. No committee member may direct staff. Any request for services shall be directed to the President.
10. Reports or recommendations of the advisory committees shall be made on a regular basis at regular Governing Board meetings.
11. The President or Management Company Representative shall keep a record of all advisory committees and their missions.

Authority: 230.22(1); 230.22(2); 230.23005(10) Fla. Stat.

Implemented: 230.22(1); 230.23005(10); 286.011 Fla. Stat.

Reference: Palm Beach School District Policy 1.09

History: New: 7/01/2004, 3/11/2010

SOUTH TECH CHARTER ACADEMY, INC. GOVERNING BOARD CONFLICTS OF INTEREST

Page 1 of 4

1. Purpose. The purpose of this policy is to protect the corporation's interest to ensure that no officer or director has a conflict of interest with South Tech Charter Academy, Inc. ("School"). This provision is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

2. Definitions.

(a) "Relative" shall mean spouse, child, parent, stepchild or sibling.

(b) "Material Interest" shall mean direct or indirect ownership of more than five percent of the total assets or capital stock of any business entity.

(c) "Conflict" shall mean a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.

3. Prohibited Transactions and Relationships.

(a) A board member may not purchase, rent or lease any realty, goods or services for the School from a business of which of board member (or the board member's relative) is an officer, partner, director, proprietor or owner of a material interest.

(b) No board member may hold any employment or contractual relationship (written or unwritten) with the School. No board member may hold any employment or contractual relationship with any business entity which is doing business with the School. No board member may hold any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her public duties or that would impede the full and faithful discharge of his or her public duties.

(c) No board member may become a principal in a profit-making venture or company that has submitted an application to participate in the operation of the School.

(d) No board member shall be the spouse, parent, child, stepchild, sibling or employee of any other board member.

4. Exceptions and Duty to Disclose.

(a) No board member shall be in violation of this policy if one or more of the exceptions described in §112.313 (12), F.S. are met (see Exhibit 1).

(b) In connection with any actual or possible conflict of interest with the School, the interested board member must disclose the possible or actual conflict of interest to the board of directors. The board of directors shall then determine whether a conflict of interest exists and/or whether one of the exceptions listed in section 4(a) above is met.

5. Violation of this Provision: If a board member has reasonable cause to believe another board member has failed to disclose actual or possible conflicts of interest, he or she shall inform the member of the basis for the belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall be grounds for removal.

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6. Records of Proceedings: The minutes of the board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7. Voting Conflicts:

1. For the purposes of this subsection (7) only, the term "relative" shall be defined to mean any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law.

2. A board member shall not vote on any measure which would inure to the board member's special private gain or loss (or to the special private gain of (1) an organization by which the board member is retained or (2) a relative or (3) a business associate).

3. Voting conflicts must be disclosed in a written memorandum and filed with the person responsible for recording the minutes prior to the meeting. Such memorandum shall be read publicly at the board meeting, incorporated into the minutes and shall be considered a public record.

4. If a voting conflict arises at a board meeting, the disclosure shall be oral followed up by a written memorandum within fifteen days.

8. Financial Disclosures:

1. All board members shall certify that there is no relationship, controlling interest or association with other members of the board or administration by July 15th of each year.

2. The officers and directors of the School shall submit financial disclosures consistent with Chapter 112, F.S. within thirty (30) days of appointment to the board.

9. New Members: All new board members shall be provided with a copy of this policy. By accepting service on the board of the School, board members agree to comply with this policy and understand that the organization is a charitable entity and in order to maintain its federal tax exemption, it must engage primarily in activities which comply with this policy.

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EXHIBIT 1

Statutory Exemptions

F.S. 112.313(12) EXEMPTION.--The requirements of subsections (3) and (7) as they pertain to persons serving on advisory boards may be waived in a particular instance by the body which appointed the person to the advisory board, upon a full disclosure of the transaction or relationship to the appointing body prior to the waiver and an affirmative vote in favor of waiver by two-thirds vote of that body. In instances in which appointment to the advisory board is made by an individual, waiver may be effected, after public hearing, by a determination by the appointing person and full disclosure of the transaction or relationship by the appointee to the appointing person.

In addition, no person shall be held in violation of subsection (3) or subsection (7) if:

(a) Within a city or county the business is transacted under a rotation system whereby the business transactions are rotated among all qualified suppliers of the goods or services within the city or county.

(b) The business is awarded under a system of sealed, competitive bidding to the lowest or best bidder and:

1. The official or the official's spouse or child has in no way participated in the determination of the bid specifications or the determination of the lowest or best bidder;

2. The official or the official's spouse or child has in no way used or attempted to use the official's influence to persuade the agency or any personnel thereof to enter such a contract other than by the mere submission of the bid; and

3. The official, prior to or at the time of the submission of the bid, has filed a statement with the Commission on Ethics, if the official is a state officer or employee, or with the supervisor of elections of the county in which the agency has its principal office, if the official is an officer or employee of a political subdivision, disclosing the official's interest, or the interest of the official's spouse or child, and the nature of the intended business.

(c) The purchase or sale is for legal advertising in a newspaper, for any utilities service, or for passage on a common carrier.

(d) An emergency purchase or contract which would otherwise violate a provision of subsection (3) or subsection (7) must be made in order to protect the health, safety, or welfare of the citizens of the state or any political subdivision thereof.

(e) The business entity involved is the only source of supply within the political subdivision of the officer or employee and there is full disclosure by the officer or employee of his or her interest in the business entity to the governing body of the political subdivision prior to the purchase, rental, sale, leasing, or other business being transacted.

(f) The total amount of the transactions in the aggregate between the business entity and the agency does not exceed \$500 per calendar year.

(g) The fact that a county or municipal officer or member of a public board or body, including a district school officer or an officer of any district within a county, is a stockholder, officer, or director of a bank will not bar such bank from qualifying as a depository of funds coming under the jurisdiction of any such public board or body, provided it appears in the records of the agency that the governing body of the

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agency has determined that such officer or member of a public board or body has not favored such bank over other qualified banks.

(h) The transaction is made pursuant to s. [1004.22](#) or s. [1004.23](#) and is specifically approved by the President or Management Company Representative and the chair of the university board of trustees. The chair of the university board of trustees shall submit to the Governor and the Legislature by March 1 of each year a report of the transactions approved pursuant to this paragraph during the preceding year.

(i) The public officer or employee purchases in a private capacity goods or services, at a price and upon terms available to similarly situated members of the general public, from a business entity which is doing business with his or her agency.

(j) The public officer or employee in a private capacity purchases goods or services from a business entity which is subject to the regulation of his or her agency and:

1. The price and terms of the transaction are available to similarly situated members of the general public; and

2. The officer or employee makes full disclosure of the relationship to the agency head or governing body prior to the transaction.

Authority: 1002.33; 112.313 (2) (3) (7) and (12); 112.3143, F.S.

Implemented: 1002.33, F.S.

Reference: Palm Beach School District Policy 0.00

History: New: 6/04/2009, 3/11/2010