

# **BYLAWS OF THE MIAMI SHORES VILLAGE CHARTER SCHOOL AUTHORITY**

## **ARTICLE I**

### **NAME, PURPOSE, AND FISCAL YEAR**

**Section 1.1 Name.** The name of the organization shall be the Miami Shores Village Charter School Authority (the "Charter School Authority").

**Section 1.2 Purpose.** The Miami Shores Village Council has established the Charter School Authority to oversee the administration and set policy for the municipal charter middle/high school in Miami Shores Village known as the Doctors Charter School of Miami Shores (“the Charter School”) in accordance with the school’s charter.

**Section 1.3 Fiscal Year.** The fiscal year of the Charter School Authority shall be July 1 through June 30.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

The Charter School Authority shall be governed by a Board of Directors.

**Section 2.1 Number and Appointment.** The Board of Directors shall consist of 13 directors, 7 of whom shall be chosen by the Village Council. Two directors shall be designated by resolution of the Board of Directors of Barry University, Inc., two directors shall be designated by the Board of Directors of the North Dade Medical Foundation, one director shall be designated by the Board of Directors of an officially sanctioned Parent Teacher Association recognized by the Village and representing the parents of middle school students at the Charter School and one director shall be designated by the Board of Directors of an officially sanctioned Parent Teacher Association recognized by the Village and representing the parents of high school students at the

Charter School. The Board will be diverse and provide a broad-based coalition of parents/guardians, educators, community activists, academicians, and professionals. All designating entities (i.e., the Village Council and the Boards of Directors of Barry University, North-Dade Medical Foundation, and the Parent Teacher Associations) shall evidence their decisions regarding appointments to the Board of directors, as well as any actions regarding removal of any of their designated Board members, by means of providing a copy of a duly executed written resolution confirming such action to the Village Clerk. In the event, for any reason, any designating entity fails to so designate one or more appointments to the Board of Directors in accordance with the provisions hereof, such that any corresponding seat on the Board of Directors remains vacant for a period in excess of three consecutive calendar months, the Village Council shall have the authority to appoint an interim director to such seats) on the Board until such time as said designating entity exercises its appointment right as provided herein.

**Section 2.2 Term.** Three of the initial members of the Board of Directors, of the seven members of the Board appointed by the Village Council, shall hold three year terms so as to stagger the terms of the Village Council appointees. All other directors shall hold their office for a term of two years. The term commences from the first day of July following appointment. Each director shall hold office until his or her successor has been duly appointed, except when removed by the Village Council or the Board of Directors of such entity appointing that director.

**Section 2.3 General Powers and Duties.** Subject to the laws of the State of Florida, the provisions of the Charter School Contract, Miami Shores Village Ordinance No. 641-03, and these Bylaws, the affairs of the Charter School shall be managed by the Board of Directors. The

Board may delegate management functions to its Officers. The Board of Directors shall, in accordance with the law, direct expenditures of all state, county and private monies collected, received, or donated for purposes of Charter School operations as well as such Village funds as may be specifically budgeted and appropriated by the Village Council for such purposes.

**Section 2.4 Classes of Membership.** The members of the Board of Directors shall be of one class. Each directors shall be entitled to one (1) vote on all business brought before the Board.

**Section 2.5 Compensation.** Directors shall not receive any salary for their services as directors or as members of committees. However, by resolution of the Board, expense reimbursement for attendance at any meeting may be made.

**Section 2.6 Removal.** Any director may be removed at any time by a four-fifths vote of the Village Council. In cases of vacancies by resignation, removal, or otherwise, the designating entity who originally appointed the director holding that seat (whether such entity be the Village Council or the Boards of Directors of Barry University, the North-Dade Medical Foundation or the Parent Teacher Association) may fill such vacancy for the unexpired term. Any director removed or who resigns from office shall turn over to the Board of Directors within 72 hours any and all records of the Board in his possession.

**Section 2.7 Board Members Conflicts of Interest.** Public office is a trust created in the interest of the common good and for the benefit of the people. It is the intent of the bylaws to maintain public confidence and prevent the use of public office for private gain. In order to avoid conflicts of interest, it is the policy of the Board not to contract with Board members. Board members shall comply with all applicable state laws regarding ethics and conflicts of interest.

**Section 2.8 Rules of Order.** Robert's Rules of Order will be used as deemed necessary by the

Board of Directors.

### **ARTICLE III**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 3.1 Notice.** All meetings of the Board of Directors or its committees to discuss some matter on which foreseeable action will be taken, is subject to Fla. Stat. § 286.011, the Sunshine Law. As such, reasonable notice of each Board or Board committee meeting shall be provided to the public and the meeting shall be held in a public facility, so long as a public facility is available. The Sunshine Law specifically requires that the minutes of each Board meeting shall be promptly recorded (written) and open to public inspection.

**Section 3.2 Regular Meetings.** Regular meetings of the Board of Directors shall be held each calendar month, September through June, at a time and place determined by the Chairman.

**Section 3.3 Special Meetings.** Special meetings of the Board of Directors may be held at any time on a call issued by two (2) or more members of the Board of Directors.

**Section 3.4 Attendance.** Each member of the Board is expected to diligently and responsibly execute his duties and responsibilities. Any un-excused failure to attend three meetings during any one fiscal year of the Board shall be, at the discretion of the Board, grounds for removal with cause. Whether absence is excused or un-excused shall be determined by the chair at the time the absence occurs.

**Section 3.5 Quorum.** Seven (7) members of the Board of Directors shall be a quorum. A quorum may be established by attendance by conference telephone or similar communications equipment by which all persons participating can hear each other at the same time. If a quorum is not present, a majority of those present may adjourn the meeting, from time to time, without

further notice, until a quorum is present.

**Section 3.6 Manner of Acting.** The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 3.7 Organization.** Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or if the Chairman is not present, by the Vice Chairman. If both the Chairman and the Vice-Chairman are absent, then the Board may elect any director to preside by majority vote of the members present. The Secretary of the Board shall act as secretary of every meeting, and in the absence of the Secretary, the members present shall choose any person present to act as secretary of the meeting.

At the meetings of the Board of Directors, the order of business shall be as follows:

1. Call meeting to order.
2. Proof of notice of meeting and determination of quorum.
3. Reading of minutes of previous meeting.
4. Reports of officers and Executive Director.
5. Reports of committees.
6. Unfinished business.
7. New business
8. Public input.
9. Adjournment.

Any question as to the order of business shall be decided by the Chairman of the board without debate.

## **ARTICLE IV**

### **COMMITTEES**

**Section 4.1 Standing Committees.** The Board may create such standing committees as it shall deem advisable.

**Section 4.2 Committees.** The Chairman of the Board may from time to time appoint such

additional committees and delegate such duties and powers thereto as he or she may deem advisable.

**Section 4.3 Committee Structure.** Each committee shall elect its own Chairperson, unless a Chairperson has been designated by the Board of Directors.

**Section 4.4 Committee Meetings.** Committee meetings may be called by the Chairperson of each committee or by the Board, and notice of any special meeting shall be given in the manner provided herein above for notice of meetings of the Board of Directors.

## **ARTICLE V**

### **OFFICERS**

**Section 5.1 Officers.** The Board shall have a Chairman of the Board, Vice-Chairman, Treasurer, Secretary, and such other officers or assistant officers as may be elected by the Board. Officers shall be members of the Board of Directors and shall serve in that capacity as an officer, or until a successor is elected.

**Section 5.2 Election of Officers.** The Board shall hold annual elections of officers during the first Board meeting of the academic year. In addition, in the event that an officer resigns or is removed from the Board, an election shall be held to elect a successor. Officers shall be elected by the majority vote of the Board members. There are no limits on the number of terms an officer may serve.

**Section 5.3 Chairman of the Board.** The Chairman of the Board shall:

- A. Act as presiding officer at regular and specially called meetings and direct the activities of the Board;
- B. Appoint special committees;

C. Represent the Board with other groups and at public meetings and conferences;

D. Serve as an ex-officio member of all committees; and

**Section 5.4 Vice Chairman.** The Vice-Chairman shall be responsible for general supervision of the academic affairs of the Charter School, subject to the Charter, these Bylaws, and to the direction of the Board of Directors. The Vice-Chairman shall perform such duties as prescribed by the Board of Directors or the Chairman. In the event of the absence or inability to serve by the Chairman, the Vice-Chairman shall act in the place of the Chairman.

**Section 5.5 Treasurer.** The Treasurer shall be responsible for the safekeeping of the funds and securities of the Charter School Authority and for the proper accounting thereof. The Treasurer shall exercise general supervision over the receipts and disbursements of funds and shall be responsible for the preparation of financial reports and the filing of tax and information returns and other reports required by law. The School's bookkeeper shall report to the Chairman, the Executive Director and the Treasurer. The Treasurer shall oversee that the Charter School Authority obtains and keeps in force Errors and Omissions Liability Insurance and Directors and Officers Liability Insurance for the Board of Directors and the Executive Director.

**Section 5.6 Secretary.** The Secretary shall be the custodian of the minutes of all meetings of the Board of Directors, and any committees established by the Board of Directors. The Secretary may designate an individual to act as recorder.

**Section 5.7 Other Duties and Authorities.** In addition to the duties enumerated herein, the Officers shall have such duties and authorities as may be conferred on them by the Board of Directors or the Chairman of the Board.

**Section 5.8 Delegation of Duties.** In the case of absence or disability of any Officer, or for any

other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate that Officer's respective powers and duties to any other Officer or to any Director for a specified period or until said delegation is revoked by the Board of Directors or until a replacement is elected.

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR**

**Section 6.1** The Board of Directors is authorized to retain the services of an Executive Director through a search committee to run the day to day activities of the Charter School, including hiring and firing of all school faculty and personnel. The hiring and firing of the Executive Director shall be approved by the Board of Directors. The Executive Director shall not be a member of the Board of Directors.

## **ARTICLE VII**

### **DEPOSITORIES AND CONTRACTS**

**Section 7.1 Depositories.** All funds of the Charter School Authority shall be deposited in the name of the Charter School in such bank, banks, or other financial institutions the Board of Directors may from time to time designate. Those funds shall be drawn on checks, drafts, or other orders signed by individuals designated by the Board. The Board must adopt policies for the signing of checks, drafts, or orders to ensure appropriate control over the expenditure of Charter School funds and those policies must be included in the Board's Policy Handbook. Under no circumstances is any person authorized to sign checks, drafts, or other orders drawn on a financial institution of the Charter School Authority if that person is not covered by the Charter School's errors and omissions policy or directors and officers liability policy.

**Section 7.2 Contracts.** The Chairman, Vice-Chairman, or Executive Director is authorized to execute any contract which has been previously approved or budgeted by the Board. Any expenditure consistent with a budget approved by the board may be incurred by the Executive Director, Chairman, or Vice-Chairman, singularly. No member of the Board is authorized to bind the Charter School Authority by any contract, agreement, understanding, obligation, instrument, or by any other means, in any manner, inconsistent with the will of the Board. The Board shall not have authority to take any of the following actions without approval of the Village Council:

- a. amending or surrendering the Charter from the Miami-Dade County School Board;
- b. terminating the operations of the Charter School;
- c. entering into any agreement binding the Charter School Authority to obligations in an amount in excess of \$200,000;
- d. authorizing payments to members of the Charter School Authority Board of Directors (other than reimbursements of travel expenses in accordance with prevailing Village policy).

## **ARTICLE VIII**

### **OFFICES**

**Section 8.1 Principal Office.** The principal office of the Charter School Authority shall be established and maintained at the Doctors Charter School located at 11301 N. W. 5<sup>th</sup> Avenue, Miami, Florida 33161.

**Section 8.2 Resident Agent.** The Charter School Authority shall have the right to designate a Resident Agent for service of process, who may be an individual or a corporation. The Resident Agent so designated shall serve until a successor is selected by the Board of Directors.

## **ARTICLE IX**

## **RECORDS AND ACCOUNTING**

**Section 9.1 Minutes, Books, and Records of Account.** The Charter School Authority shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and Board committees.

**Section 9.2 Policy Handbook.** The Board shall maintain a compilation of its adopted policies in a policy handbook.

**Section 9.3 Regular Reports to Miami Shores Village Council.** The Board shall, at least quarterly, transmit reports to the Miami Shores Village Council on the condition of the Charter School Authority and the Charter Middle/High School, including full financial reporting, such reports as may be deemed appropriate concerning student registration, attendance, and achievements and such additional statistics, information, and suggestions as the Board may deem of general interest or as the Miami Shores Village Council or Village Mayor may require.

**Section 9.4 Reports to the School Board of Miami-Dade County, Florida.** The Board of Directors shall cause to be prepared and delivered to the School Board of Miami-Dade County, Florida, all such reports as required in the Contract between the Charter School Authority and the School Board of Miami-Dade County, Florida.

**Section 9.5 Reports to the Board of Directors.** Within 90 days of the close of the fiscal year, the Board of Directors, through the Executive Director, shall cause to be prepared and delivered to the Board:

- 1 . A balance sheet showing in reasonable detail the financial condition of the Charter School Authority as of the close of its most recent fiscal year;
2. An income and expense statement showing the results of its operation during its most

recent fiscal year;

3. The budget and all expenditure plans of the Charter School Authority;
4. The annual audit; and
5. Such documents as requested by the Board of Directors.

**Section 9.6 Budget.** Not less than quarterly, the Board of Directors shall cause to be prepared the budget and expenditure plans of the Charter School Authority.

## **ARTICLE X**

### **AMENDMENTS**

**Section 10.1 Procedure.** The Bylaws may be amended or altered by a majority vote of the full Board, provided that notice of the proposed amendments have been published to the members of the Board at least ten (10) days prior to the meeting. Proposed amendments may be submitted to the Bylaws Committee by any member of the Board, any committee, or the Executive Director.

## **ARTICLE XI**

### **INDEMNIFICATION**

**Section 11.** Each member of the Board of Directors of the Charter School Authority, present and future, in consideration of his or her services as such shall be indemnified by the Authority against all costs and expenses, including amounts paid in settlement (other than payments to the Authority itself), reasonably incurred by him or her in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be a party (or threatened to be made a party) by reason of any action heretofore or hereafter taken or omitted to be taken by him or her in his or her capacity as such director or officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence

or willful misconduct in the performance of his duties as such director; provided, however, that no director shall be indemnified against any costs, expenses, or payments in relation to any matters as to which there has been no adjudication with respect to his or her performance of his or her duties unless the Authority shall receive any opinion from independent counsel that the director has not been grossly negligent or guilty of willful misconduct in the performance of his or her duties. The foregoing right of indemnification shall not be exclusive of other rights to which the director may be entitled as a matter of law, by agreement or otherwise.

**ADOPTED AND APPROVED** by the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2007.

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William Heffernan, Chairman

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Dr. Joan Lutton, Vice-Chairman

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Evelyn D'An, Treasurer

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Alice Burch, Secretary

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Reid Bernstein

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Jennifer Bolton

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Dr. George F. Daviglius

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Dennis Kleinman

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Joseph Obermeyer

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Lisette Reid

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Dr. Alan M. Silbert

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Dr. Maria Stallions

revised February 15, 2007

