

**BYLAWS
OF
BLENDED AND ONLINE LEARNING DISCOVERY OF FLORIDA**

INTRODUCTION

These Bylaws are subject to the Articles of Incorporation of Blended and Online Learning Discovery of Florida (FLBOLD), a corporation formed under the General Corporation Law of the State of Florida to support and promote primary and secondary virtual education. In the event of any inconsistency between the terms of these Bylaws and the terms of the Articles of Incorporation, the terms of the Articles of Incorporation will control.

**ARTICLE I
Offices**

Section 1. Principal Office. The Executive Board Officers shall fix, and from time to time may change, the location of the principal executive office of the FLBOLD at any place within the State of Florida. The Executive Board Officers shall establish a registered office in the State of Florida and shall appoint as the FLBOLD registered agent for service of process in the State of Florida an individual who is a resident of the State of Florida or a State of Florida corporation or a corporation authorized to transact business in the State of Florida.

Section 2. Other Offices. The Executive Board Officers may at any time establish branch or subordinate offices at any place or places within the State of Florida where the FLBOLD intends to do business as well as establishing a “virtual” office that is hosted and operated within the state of Florida.

The Executive Board Officers may prescribe in its sole discretion rules for scheduling and conduct of meetings as it deems proper.

Section 3. Advisory Board. An Advisory Board may be created whose members shall be appointed by the Executive Board annually, but who shall have no duties, voting privileges, nor obligations for attendance at regular meeting of the Executive Board. Advisory Board members may attend said meetings at the invitation of the Executive Board. Members of the Advisory Board shall possess the desire to serve the virtual education community and support the work of the Executive Board by providing expertise and professional knowledge.

**ARTICLE II
Place of Meetings and Meetings by Telephone or Virtual**

Section 1. Powers. The business and affairs of the FLBOLD shall be managed and all matters affecting policy issues of the FLBOLD shall be exercised by or under the direction of the Executive Board Officers. The FLBOLD shall retain a President of the organization and

who will be authorized to exercise powers of the FLBOLD as prescribed by these bylaws which have been established on behalf of the Board and of FLBOLD.

Electronic means. All meetings of the Executive Board Officers may be held at any place that has been selected from time to time by the Executive Board Officers, either physically or electronically. In the absence of such a selection, regular meetings shall be held at the principal executive office of the FLBOLD. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Executive Board Officers participating in the meeting can hear one another and all such Executive Board Officers shall be deemed to be present in person at the meeting.

Section 2. Annual Meeting. An annual meeting of the Executive Board Officers shall be held with 30-day notice of such board meeting in order to legally constitute the meeting if a quorum is present.

Section 3. Regular Meetings. Regular meetings of the Executive Board Officers shall be held at such time as shall from time to time be fixed by the members of the Executive Board Officers.

Section 4. Special Meetings. Special meetings of the Executive Board Officers for any purpose or purposes may be called at any time by the President or Vice President or the Secretary or any two (2) Executive Board members. Notice of the time and place of special meetings shall be delivered personal or by telephone to each Board member or sent by first-class mail, e-mail (or similar electronic means) or by nationally recognized overnight courier, charges prepaid, addressed to each Executive Board Officer at that Officer's address as it is shown on the records of the FLBOLD. If the notice is mailed, it shall be deposited in the United States mail at least seven (7) calendar days before the time of the holding of the meeting. If the notice is delivered personally or by telephone or by telegram, telecopy, e-mail (or similar electronic means), or overnight courier, it shall be given at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone must be communicated only to the Executive Board Officer. The notice must specify the purpose of the meeting and the place of the meeting. Notice of a meeting need not be given to any Executive Board Officer if a written waiver of notice, executed by such Executive Board Officer before or after the meeting, is filed with the records of the meeting, or to any Executive Board Officer who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Executive Board Officer.

Section 5. Open Meetings. All meetings of the Executive Board Officers shall be open to observers unless previously declared closed by the President.

Section 6. Quorum. One half (1/2) of the authorized number of Executive Board Officers shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8 of this Article II. Every act of decision done or made by a majority of the Executive Board Officers present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Board Officers, subject to the provisions of the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact

business notwithstanding the withdrawal of the Executive Board Officers if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Waiver of Notice. Notice of any meeting need not be given to any Executive Board Officer who either before or after the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the records of the FLBOLD or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Executive Board Officer who attends the meeting without protesting, prior to or at its commencement, the lack of notice to that Executive Board Officer

Section 8. Adjournment. A majority of the Executive Board Officers present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting in the manner specified in Section 4 of this Article II to the Executive Board Officers who were present at the time of the adjournment.

Section 10. Action Without a Meeting. Any action to be taken by the Executive Board Officers at a meeting may be taken without such meeting by the written consent of a majority of the Executive Board Officers then in office. Any such written consent may be executed and given by any archivable electronic means. Such written consents shall be filed with the minutes of the proceedings of the Executive Board Officers. If any action is so taken by the Executive Board Officers by the written consent of less than all of the Executive Board Officers, prompt notice of the taking of such action shall be furnished to each Executive Board Officer who did not execute such written consent, provided that the effectiveness of such action shall not be impaired by any delay or failure to furnish such notice.

Section 11. Delegation of Power to Other Executive Board Officers. Any Executive Board Officer may, by notarized power of attorney, delegate his or her power for a period not exceeding one (1) month at any one time to any other Executive Board Officer. Except where applicable law may require an Executive Board Officer to be present in person, an Executive Board Officer represented by another Executive Board Officer, pursuant to such notarized power of attorney, shall be deemed to be present for purpose of establishing a quorum and satisfying the required majority vote.

Section 12. Compensation. No Executive Board Officer shall be entitled to any salary. The President may authorize reimbursement of expenses incurred by Executive Board Officers for attending meetings of the board, or for any other expense incurred on behalf of the FLBOLD as deemed appropriate by the Executive Board or the President.

ARTICLE III **Committees**

Section 1. Committee Composition. The President may designate and appoint one or more committees to assist the Executive Board and President in operation of the FLBOLD's business affairs. All committees shall report directly to the President who shall possess the power and responsibility to work with any such committees and report activities to the Executive Board. The President shall authorize and direct all activities of the committees, except with respect to:

- (a) the approval of any action which under applicable law requires approval by a majority of the entire authorized number of Executive Board Officers or certain Executive Board Officers;
- (b) the filling of vacancies of Executive Board Officers;
- (c) the amendment or termination of the Articles of Incorporation or the amendment of the Bylaws or the adoption of new Bylaws;
- (d) the amendment or repeal of any resolution of the Executive Board Officers which by its express terms is not so amendable or repealable.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by procedures as established from time to time by the President.

Section 3. Committees. The President shall be a non-voting member of all committees. Committees shall be designated from time to time by the President with suggestions and input from the Executive Board.

Section 4. Substitution of Committee Member. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member with the consent of the President to fill any such vacancy.

ARTICLE IV **Officers**

Section 1. Officers. The Officers of the Executive Board shall be a President, a Vice President, a Secretary, a Treasurer, a Sponsorship & Partnership Liaison, Communications Chair, a Professional Development Chair, and a Legislative Chair.

Section 2. Election of Officers. The Officers of the Executive Board, shall be nominated by the members, and elected by the members, except for the Executive Board Officers as may be appointed in accordance with the provisions of Section 5 of this Article IV.

Section 3. Terms of Office. Executive Board Officers shall be elected at each annual meeting of the Executive Board Officers and shall serve a term of two years. The Vice President, upon conclusion of a one-year term of office, shall serve as President for one year. No President shall be eligible for election to the position of Vice President within one year of the date the President's term expires.

Section 4. Removal and Resignation of Officers. Any Executive Board Officer may be removed for cause by the Executive Board Officers at any regular or special meeting of the Executive Board Officers. Any Executive Board Officer may resign at any time by giving written notice to the Executive Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Executive Board under any contract to which the officer is a party.

Section 5. Vacancies in Executive Board Offices. A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to that office. The President may make temporary appointments to a vacant office pending action by the Executive Board Officers.

Section 6. President. The President shall preside at meetings of the Executive Board, and shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Executive Board or prescribed by the Articles of Incorporation or these Bylaws.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and shall perform such other duties as from time to time may be prescribed for him/her by the Executive Board or the President or by these Bylaws. The Vice President shall assist the President in organizational planning, in effectively managing resources and establishing and supervising Officer and Board member transition plans. The Vice President shall provide oversight to working committees in accordance with guidance/policy from the President and Board members, shall report the annual assessment of the organization based upon stated goals to the President and Board and shall carry out special assignments tasked by the President.

Section 8. Secretary. The Secretary shall keep or cause to be kept at the principal executive office of the FLBOLD, or such other place as the Executive Board Officers may direct, an electronic repository of minutes of all meetings and action of Executive Board and committees of Executive Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at Executive Board meetings or committee meetings, and the proceedings of the meetings.

Section 9. Treasurer. The treasurer shall oversee the financial issues for the FLBOLD. The President may retain a chief financial officer (CFO) and chief account officer of the FLBOLD

to keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the FLBOLD. The books of account shall at all reasonable times be open to inspection by any Executive Board Officer and the President. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the FLBOLD with such depositaries as may be designated by the President. He or she shall disburse or cause to be disbursed the funds as may be ordered by the President and shall render or cause to be rendered to the President whenever they request it, an account of all of his or her transactions as Treasurer. The Treasurer shall report directly to the President.

Section 10. Sponsorship and Partnership (SP) Liaison. The Liaison shall foster and establish effective and beneficial relationships with organizations and businesses to foster the effectiveness of the FLBOLD and its sponsored activities.

Section 11. Professional Development Chair. The Professional Development Chair shall keep records pertaining to professional development activities for the board as well as coordinated training outreach activities for the entire membership of FLBOLD.

Section 12. Legislative Chair. The Legislative Chair shall provide regular, accurate briefings to the Executive Board pertaining to current and upcoming state and national legislation pertinent to virtual education and the interests vital to FLBOLD. The Legislative Chair will also advocate on behalf of the FLBOLD at the local and state level interests that are in line with the mission and goals of FLBOLD.

ARTICLE V

Indemnification of Executive Board Officers, Employees and Other Agents

Section 1. Agents, Proceedings, Expenses. For the purpose of this Article, "agent" means any Person who is or was an Executive Board Officer, employee or other agent of the FLBOLD or is or was serving at the request of the FLBOLD as an Executive Board officer, employee or agent of another organization in which the FLBOLD has any interest as a shareholder, creditor or otherwise; "proceeding" means any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, (including appeals); and "expenses" includes, without limitation, attorneys' fees costs, judgments, amounts paid in settlement, fines, penalties and all other liabilities whatsoever.

Section 2. Indemnification. Subject to the exceptions and limitation contained in Section 3 of this Article V, every agent shall be indemnified by the FLBOLD to the fullest extent permitted by law against all liabilities and against all expenses reasonably incurred or paid by him or her in connection with any proceeding in which he or she becomes involved as a party or otherwise by virtue of his or her being or having been an agent.

Section 3. Limitations, Settlements. No indemnification shall be provided hereunder to an agent:

- (a) who shall have been adjudicated, by the court or other body before which the proceeding was brought, to be liable to the FLBOLD by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office (collectively, "disabling conduct"); or
- (b) with respect to any proceeding disposed of (whether by settlement, pursuant to a consent decree or otherwise) without an adjudication by the court or other body before which the proceeding was brought that such agent was liable to the FLBOLD by reason of disabling conduct, unless there has been a determination that such agent did not engage in disabling conduct:
 - (i) by the court or other body before which the proceeding was brought;
 - (ii) by at least a majority of those Executive Board Officers who are neither interested persons of the FLBOLD nor are parties to the proceeding based on a review of readily available facts (as opposed to a full trial-type inquiry); or
 - (iii) by written opinion of independent legal counsel based on a review of readily available facts (as opposed to a full trial-type inquiry); provided, however, that indemnification shall be provided under these Bylaws to an agent with respect to any proceeding in the event of.
 - (1) a final decision on the merits by the court or other body before which the proceeding was brought that the agent was not liable by reason of disabling conduct; or
 - (2) the dismissal of the proceeding by the court or other body before which it was brought for insufficiency of evidence of any disabling conduct with which such agent has been charged.

Section 4. Insurance, Right Not Exclusive. The rights of indemnification provided in these Bylaws: (a) may be insured against by policies maintained by the FLBOLD on behalf of any agent; (b) shall be severable; (c) shall not be exclusive of or affect any other rights to which any agent may now or hereafter be entitled; and (d) shall inure to the benefit of the agent's heirs, executors and administrators.

Section 5. Advance of Expenses. Expenses incurred by an agent in connection with the preparation and presentation of a defense to any proceeding may be paid by the FLBOLD from time to time prior to final disposition thereof upon receipt of an undertaking by, or on behalf of, such agent that such amount will be paid over by him or her to the FLBOLD if it is ultimately determined that he or she is not entitled to indemnification under this Article V; provided, however, that:

- (a) such agent shall have provided appropriate security for such undertaking;
- (b) the FLBOLD is insured against losses arising out of any such advance payments; or
- (c) either a majority of the Executive Board Officers who are neither interested persons of the FLBOLD nor parties to the proceeding, or independent legal counsel in a written opinion, shall have determined, based upon a review of the readily available facts (as opposed to a trial-type inquiry or full investigation) that there is reason to believe that such agent will be found entitled to indemnification under this Article V.

ARTICLE VI

Inspection of Records and Reports

Section 1. Inspection by Executive Board Officer. Every Executive Board Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the FLBOLD. This inspection by an Executive Board Officer may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 2. Financial Statements. A copy of any financial statements and any income statements of the FLBOLD for each quarterly period of each fiscal year and accompanying financial statements, which include income statement, balance sheet and a financial prospectus including a projection of potential revenues of the FLBOLD as the end of each such period that has been prepared by the FLBOLD shall be kept on file in the principal executive office of the FLBOLD for at least twelve (12) months.

The quarterly income statements and financial statements, which include income statement, balance sheet and a financial prospectus including a projection of potential revenues, referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the FLBOLD or the certificate of an authorized officer of the FLBOLD that the financial statements were prepared without audit from the books and records of the FLBOLD.

ARTICLE VII

General Matters

Section 1. Checks, Drafts, Evidence of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the FLBOLD shall be signed or endorsed in such manner and by such person or persons as shall be designated from time to time in accordance with the resolution of the Executive Board **or appropriate directive by the President and Treasurer.**

Section 2. Contracts and Instruments; How Executed. The Executive Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the

FLBOLD and this authority may be general or confined to specific instances; and unless so authorized or ratified by the Executive Board or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the FLBOLD by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. Fiscal Year. The fiscal year of the FLBOLD shall be fixed and refixed or changed from time to time by the Executive Board Officers.

ARTICLE VIII **Amendments**

Section 1. Amendment. Except as otherwise provided by applicable law or by the Articles of Incorporation, these Bylaws may be restated, amended, supplemented or repealed by a majority vote of the Executive Board Officers, provided that no restatement, amendment, supplement or repeal hereof shall limit the rights to indemnification or insurance provided in Article V hereof with respect to any acts or omissions of agents (as defined in Article V) of the FLBOLD prior to such amendment.