

BYLAWS
of
THE GALILEO SCHOOL FOUNDATION, INC.

(A Nonstock, Nonprofit Corporation)

MISSION

The Galileo School for Gifted Learning provides innovative, research-based education in a nurturing environment for gifted and talented students and those who want to learn in a gifted learning environment that will challenge and motivate them to pursue their passionate interests in service to others.

VISION

To empower gifted and talented children and those who want to learn in a gifted learning environment to realize their full potential as well as their responsibility to society to contribute to a better world.

ARTICLE I
NAME

Section 1.1. The name of the corporation is The Galileo School Foundation, Inc. (the "Corporation").

ARTICLE II
ORGANIZATION

Section 2.1. Statement of Purposes. The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 2.2 Dissolution. In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Pursuant to Section 1002.33(8)(e), Florida Statutes, upon

dissolution, all unencumbered public funds and property purchased with public funds, will revert to the ownership of the School District sponsor.

ARTICLE III
MEMBERSHIP

This Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Boards direction. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum of no less than sixty percent (60%) of the Board is present. The affirmative vote of not less than a majority of the then current board members at a duly noticed meeting shall be necessary for all actions by the Board relating to the following:

- 4.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;
- 4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;
- 4.1.3. Organization of a subsidiary or affiliate by the Corporation; and
- 4.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2. Number of Directors. The Board of Directors shall consist of at least five (5) but no more than nine (9) persons. The number of directors shall be determined from time to time by action of the Board of Directors. In the event of an increase in the number of Directors, the additional directorships created shall be filled in in a manner prescribed herein for the Election of Directors in accordance with Section 4.4.

Section 4.3. Nomination of Directors. Not less than one month prior to a regular meeting, the Board may appoint a nomination committee to consist of no fewer than two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

Section 4.4. Election of Directors. Directors shall be elected by the Board at any meeting when there is an expiring term from a slate of nominees.

Section 4.5. Term of Office. The initial Board of Directors are:

<u>Name</u>	[REDACTED]
Michele Gill	[REDACTED]

[REDACTED]

Stephen Schenck [REDACTED]

Catherine Pursley [REDACTED]

Debbie Hahs-Vaughn [REDACTED]

The founding board members will serve an initial three (3) year term, retaining the office for which they were appointed. New members will serve one (1) year terms. No more than 1/3 of the Board shall be up for appointment in any year unless a vacancy(ies) needs to be filled. The presiding board at that time will vote on the new board members. There is no limit to the number of terms that a board member can serve.

Section 4.6. Vacancies. Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 4.4 hereinabove. Except for a Director elected due to the natural expiration of his predecessor's one-year term, a Director so elected to fill a vacancy shall hold office of the remainder of his predecessor's term.

Section 4.7 Resignation or Removal of Directors. Any director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Corporation. Any elected director may be removed at any time, with or without cause, by a majority vote of all the directors then in office at any regular or special meeting of the Board called expressly for that purpose. Specifically, but not by way of limitation, they may remove any Director for failing to attend three (3) consecutive meetings of the Board or otherwise taking a position that is contrary to the philosophy and direction of the Corporation. A Director who is an officer that has been removed as set forth in Section 4.7. is automatically removed as a committee member.

Section 4.8. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. The Corporation will follow Section 112.313(10) and 112.313(3), Florida Statutes, which prohibits an employee of a political subdivision in the State from also holding office as a member of the governing board, and which prohibits a public officer, acting in a private capacity, from selling goods or services to that person's agency.

Section 4.9. Annual Meetings. An annual meeting of the Board of Directors shall be held without other notice than this Bylaw during the second week of September of each year, unless the Board, by resolution, provides for a different time and place for the holding of such annual meetings. The annual meeting may be held at such other time and place, without other notice than such resolution.

Section 4.10. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held as needed, not less than five (5) times/year. The Secretary shall provide notice of all regular and annual meetings to each Director at the email address on file with the Secretary at least fourteen (14) days prior to a meeting, indicating the date, place and time of the meeting. Timely public notice of all such regular meetings shall be provided.

Section 4.11. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at the direction of the Chair of the Corporation. Further, special meetings of the Board must be called by the Chair within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) days prior to such meeting. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

Section 4.12. Quorum. A simple majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these Bylaws. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4.13. Conflicts of Interest.

- (a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.
- (b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.
- (c) The Board will review annually the conflict of interest policy and make appropriate changes as needed upon a vote of the Board.
- (d) Each Board member will sign a statement annually that acknowledges their understanding of and agreement with the conflict of interest policy.

ARTICLE V OFFICERS

Section 5.1. Officers. The officers of the Corporation shall minimally consist of a Chair, a Vice-Chair, Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. Any two (2) or more offices may be held by the same person. The failure to elect an officer shall not affect the existence of

the Corporation.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be nominated and approved by a majority vote of the Board as set forth in Section 4.1 hereinabove at the annual meeting of the Board. A duly elected officer shall hold office for a term of one (1) year, commencing at the close of the annual meeting, and until their earlier death, resignation or removal.

Section 5.3. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 4.1 hereinabove.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise (including removal in the event an officer is not reelected during his term in office) shall be filled by an election by the Board as set forth in Section 4.1 for the remaining unexpired term of such office.

Section 5.5. Chair. The Chair shall preside at all meetings of the Board. He or she shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. He or she shall report as directed to the Board at each meeting. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice-Chair. The Vice-Chair shall act in the place and stead of the Chair in the event of the Chair's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 5.7. Secretary. The Secretary shall cause notices of all meetings to be served to all members of the Board of Directors and the CEO and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these bylaws.

Section 5.8. Treasurer. The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Section 5.9. Other Officers. Other officers elected by the Board shall have such duties

and responsibilities as the Board deems advisable.

Section 5.10. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one (1) month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his services in the following order: 5.10.1 The Vice Chair shall perform the services of the Chair.

5.10.2. Any other officer may perform the services of the Secretary in his or her absence.

5.10.3. The Secretary shall perform the services of the Treasurer.

5.10.4. The Chair shall perform the services of the Vice Chair.

Section 5.12. Salaries. Officers will not receive compensation for services rendered as officers of the Corporation. The Corporation will follow Section 112.313(10) and 112.313(3), Florida Statutes, which prohibits an employee of a political subdivision in the State from also holding office as a member of the governing board, and which prohibits a public officer, acting in a private capacity, from selling goods or services to that person's agency.

Section 5.13. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE VI COMMITTEES OF THE BOARD

Section 6.1. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing and special committees, each consisting of one or more directors. The Chair shall annually appoint the members and the chairmen of the standing committees and shall fill vacancies on any standing committee. Appointments by the Chair shall be made at the annual meeting of the Board. In addition, the Chair may, if so authorized by the Board, appoint the members and chairmen of such special committees as the Board may create, which members and chairmen may include persons who are not members of the Board. All committee appointments and chairmen appointments must be approved by a vote of the Board. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 6.2. Standing Committees. Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.3. Special Committees. Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating the committee.

Section 6.4. Committee Members' Term of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

Section 6.5. Committee Meetings. Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is sent via email, using a return receipt, at least (5) days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section.6.6. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his resignation in writing to the Chair of the Board. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee. A director who is a member of a committee that has been removed as set forth in Section 4.6. above is automatically removed as a committee member.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Indemnification. 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, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him 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 is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his 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 7.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would

have the power to indemnify him against such liability under the provisions of this Article VII.

ARTICLE VIII
CONTRACTS. CHECKS. DEPOSIT BOOKS AND RECORDS

Section 8.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. The CEO and Chair of the Board are authorized and required to sign all checks over the amount of \$2000.00. The Board of Directors shall establish a policy setting the amount above which checks must have additional signatures.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.5. Contributions. The Board will adopt a Policy on Contributions and political endorsements. The policy will expressly prohibit the following actions by the organization at any time or place, by any party on organizational property or by any party present at or participating in any organizational functions:

- 8.5.1 Endorsing or opposing either directly or indirectly any candidate for public office
- 8.5.2 Donating or contributing to a candidate's campaign
- 8.5.3 Participating or engaging in political fundraising events or otherwise soliciting contributions to a candidate's campaign
- 8.5.4 Distributing statements for or against a particular candidate
- 8.5.5 Engaging in any other activity that may favor or oppose a candidate

Contributions/Donations to the School – All donations to the school become property of the school and shall be reported to the appropriate office staff. Employees are prohibited from accepting contributions/donations for their personal use.

Section 8.6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All board documents are uploaded to the Galileo School website. Hard copies of documents are kept in the school CEO's office. Key Board documents are backed up to the Galileo School Google drive.

Section 8.7. Financial Statements. Not later than two (2) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Board member.

ARTICLE IX
CERTIFICATES FOR MEMBERS AND THEIR TRANSFER

Section 9.1. Certificates for Members. The Board shall provide for the issuance of certificates evidencing membership in the Corporation. The form of such certificates shall be determined by the Board. The certificates will be signed by the Chair or Vice-Chair and by the Secretary or an Assistant Secretary. The certificates shall be sealed with the corporate seal and shall be separately numbered. The name and address of each member and the date of issuance of the certificates shall be recorded in the corporate records. If a certificate is lost, mutilated or destroyed, it may be reissued in the manner determined by the Board. The certificates shall be non-transferable.

ARTICLE X
FISCAL YEAR

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE XI
CORPORATE SEAL

Section 11.1. Corporate Seal. The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XII
NOTICE

Section 12.1. General. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to require personal notice; rather, such notice may be given, unless otherwise required by these Bylaws, either personally or by depositing the same in a post office box in a postpaid envelope, transmitting by facsimile or by delivering via email, in either case addressed to such Director or officer at his address as the same appears in the records of the Corporation. The notice shall be effective as set forth in Florida Statutes Section 617.0141.

Section 12.2. Waiver. Whenever by law, the Articles of Incorporation or these Bylaws notice is required or permitted to be given to any Director or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when

the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the Board shall be specified in any written waiver of notice thereof.

ARTICLE XIII
AMENDMENTS

Section 13.1. By Directors. These Bylaws may be amended or repealed wholly or in part, consistent with any bylaws adopted by the Board, at any meeting at which a quorum is present by an election by the entire Board in accordance with Section 4.1 hereinabove.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Galileo School Foundation, Inc., a Florida not-for-profit corporation; that these bylaws, consisting of eleven (11) pages including this page, are the bylaws of this corporation as adopted by the Board of Directors on November 28, 2010 and amended on July 20, 2011.

Executed on July 20, 2011 at Orlando, Florida. Amended July, 28, 2023

Debbie Hahs-Vaughn, Acting Secretary